

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number (if known)

Chapter 11

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Nervive, Inc.

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 90-1048492

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

5900 Landerbrook Drive
Cleveland, OH 44124

Number, Street, City, State & ZIP Code

P.O. Box, Number, Street, City, State & ZIP Code

Cuyahoga
County

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) https://nervive.com

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify:

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

8. Under which chapter of the Bankruptcy Code is the debtor filing?

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

Check one:

- ☐ Chapter 7
☐ Chapter 9

☒ Chapter 11. Check all that apply:

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☒ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- ☒ No.
☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor? ☒ No ☐ Yes.

List all cases. If more than 1, attach a separate list

Debtor Relationship
District _____ When _____ Case number, if known _____

11. Why is the case filed in this district? Check all that apply:
- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention? ☒ No ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.
- Why does the property need immediate attention? (Check all that apply.)**
- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____
- Where is the property?** _____
Number, Street, City, State & ZIP Code
- Is the property insured?**
- ☐ No
- ☐ Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds Check one:
- ☐ Funds will be available for distribution to unsecured creditors.
- ☒ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors
- | | | |
|------------------------------------------|----------------------------------------|--------------------------------------------|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated Assets
- | | | |
|--------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------|
| <input type="checkbox"/> \$0 - \$50,000 | <input checked="" type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
| <input type="checkbox"/> \$50,001 - \$100,000 | <input type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion |
| <input type="checkbox"/> \$100,001 - \$500,000 | <input type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities
- | | | |
|-----------------------------------------|----------------------------------------------------------------|------------------------------------------------------|
| <input type="checkbox"/> \$0 - \$50,000 | <input checked="" type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
|-----------------------------------------|----------------------------------------------------------------|------------------------------------------------------|

Debtor

Nervive, Inc.

Name

Case number *(if known)*

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☐ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 01/07/2023
MM / DD / YYYY

X 
Signature of authorized representative of debtor
Title Chief Executive Officer

Emilio Sacristan
Printed name

18. Signature of attorney X /s/ Bradley P. Lehman
Signature of attorney for debtor

Date 01/08/2023
MM / DD / YYYY

Bradley P. Lehman
Printed name

Gellert Scali Busenkell & Brown, LLC
Firm name

1201 N. Orange Street
Suite 300
Wilmington, DE 19801
Number, Street, City, State & ZIP Code

Contact phone 302-425-5800

Email address blehman@gsbblaw.com

5921 DE
Bar number and State

**ACTION OF THE BOARD OF DIRECTORS
OF NERVIVE, INC.
BY WRITTEN CONSENT**

THE UNDERSIGNED, being the members of the board of directors of Nervive, Inc., a Delaware corporation (the “Company”), acting by written consent without a meeting, hereby adopt and consent to the adoption of the following resolutions:

RESOLVED: That the Company shall be, and hereby is, authorized and directed to: (a) file a voluntary petition (the “Petition”) for relief under chapter 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) and (b) perform any and all such acts as are reasonable, advisable, expedient, convenient, proper, or necessary to effect the foregoing.

RESOLVED: That Emilio Sacristan, or such other officer as may be designated by the Company’s board from time to time, shall be, and hereby is, authorized and empowered on behalf of and in the name of the Company to: (a) execute and verify the Petition, as well as all other ancillary documents, and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to execution thereof any modification to the Petition or ancillary documents as Emilio Sacristan, in his discretion, deems necessary or desirable to carry out the intent and accomplish the purposes of these resolutions; (b) execute, verify, and file or cause to be filed all petitions, schedules, lists, motions, applications, and other papers or documents necessary or desirable in connection with the foregoing; and (c) execute and verify any and all other documents necessary or appropriate in connection therewith in such form or forms as Emilio Sacristan may approve.

RESOLVED: That the Company shall be, and hereby is, authorized and empowered to retain, on behalf of the Company: (a) Gellert Scali Busenkell & Brown LLC, as bankruptcy counsel to the Company; and (b) such additional professionals, including attorneys, accountants, consultants, or brokers, as may be necessary or desirable in connection with the Company’s chapter 11 case and other related matters.

RESOLVED: That in addition to the specific authorizations heretofore conferred upon Emilio Sacristan, he is hereby authorized, directed, and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments, consents, including the appropriate consents or resolutions for each of its wholly-owned subsidiaries; and other documents, and to pay all expenses, including filing fees, in each case as in such officer’s or officers’ judgment shall be necessary or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein.

RESOLVED: That all acts lawfully done or actions lawfully taken or to be taken by any officer or officers of the Company in connection with the implementation of these resolutions are hereby in all respects ratified, confirmed, and approved.

IN WITNESS WHEREOF, the undersigned have executed this Written
Consent this 1/6/2023 day of January 2023.

DocuSigned by:



A6218D0CFA4641F...

JERRY GIBSON

DocuSigned by:



7E67AD63769E412...

GUY JEAN SAVOIR

DocuSigned by:



582039E5C029416...

EMILIO SACRISTAN

Nervive Inc.

Profit and Loss

January 1, 2017 - December 5, 2022

	TOTAL
Income	
4000 Revenue - Government	
4010 Revenue - Government Grant/Contract Revenue	2,559,965.80
Total 4000 Revenue - Government	2,559,965.80
Services	234,922.40
Total Income	\$2,794,888.20
GROSS PROFIT	\$2,794,888.20
Expenses	
5000 Direct Expenses - Grant	74.00
5200 Direct Materials & Supplies	114,035.31
5400 Direct Consultants	413,836.54
5420 Translation rate gain/loss	-69.71
Total 5400 Direct Consultants	413,766.83
5410 Clinical Board Services	35,750.00
5450 Purchase of Data - ci3n	30,000.00
5500 Payroll Expense - Direct	326,592.40
5510 Payroll Expense - Direct - Wages	784,288.44
5520 Workers Compensation - Ohio	1,354.24
5530 Payroll Expense Direct - ER Taxes	61,986.35
Total 5500 Payroll Expense - Direct	1,174,221.43
5620 Computer/ADP	22,777.88
5650 5650 Equipment and Facility Rental	11,766.98
5670 Travel - direct grant	5,187.65
5690 Subcontract Awards	77,628.70
5691 5691 Subaward - Cleveland Clinic	12,412.92
5692 5692 Subaward - MetroHealth	17,270.74
5693 5693 Subaward - Clinical Trial Insurance	16,065.00
Total 5690 Subcontract Awards	123,377.36
5710 Depreciation Expense	49,047.98
Total 5000 Direct Expenses - Grant	1,980,005.42
6000 Fringe Benefits	
6200 Employee Health Insurance	10,471.68
6210 Employee Dental Insurance	644.72
6230 Other Fringe Benefits	114.64
6300 Workers' Compensation	0.00
Total 6000 Fringe Benefits	11,231.04
7000 Indirect Expenses	
7100 Advertising & Marketing	160.13
7200 Bank Fees	1,025.79
7230 Office Supplies & Expense	22,174.73

Privileged Settlement
Communication -
Nervive Reserves all
Rights to Amend

Nervive Inc.

Profit and Loss

January 1, 2017 - December 5, 2022

	TOTAL
7234 Payroll Expense - Indirect	0.00
7235 Payroll Processing	0.00
7236 Employer Payroll Taxes	0.00
7238 Legal Fees	2,315.69
7240 Patent Fees	16,251.04
7250 Dues & Subscriptions	12,464.09
7270 Conferences and Education	375.00
7300 Insurance - D & O	16,867.00
7330 Licenses and Permits	8,970.00
7400 Rent or Lease of Buildings	66,301.85
7420 Postage & Shipping	41.65
7610 Business Development	11,500.00
7630 Contractor Fees	2,521.30
7650 Marketing and Communications	17,791.04
7675 Website Subscriptions	2,272.08
7900 Professional Fees	166,827.70
7910 Travel Expense	17,061.85
7915 Travel - Meals	1,124.42
Total 7000 Indirect Expenses	366,045.36
8000 7% Fees	
8100 Accounting and Bookkeeping	11,195.75
8110 Rent or Lease of Buildings	5,933.64
8120 Consultants	10,354.78
8150 Interest	1,316.83
8200 Legal Fees	49,697.51
8210 Legal Fees - Patent	13,996.08
Total 8200 Legal Fees	63,693.59
8290 Patent renewal fees	22,427.75
8300 Permits & Fees	400.00
8350 Other Taxes	1,944.94
8355 Tax Penalties	10,000.00
8400 Meals - Business Meetings	109.42
Total 8000 7% Fees	127,376.70
9000 Unallowable Costs	
9101 50% Business Meals	281.75
9300 Interest Expense	211,489.80
9410 Penalties and Fines	50.36
9430 Automobile Expense	1,855.06
9500 Amortization expense	114,658.65
Total 9000 Unallowable Costs	328,335.62
9800 Legal Fees - non grant	417,190.56

Nervive Inc.

Profit and Loss

January 1, 2017 - December 5, 2022

	TOTAL
9905 Other taxes	157.78
9960 Unapplied Cash Bill Payment Expense	0.00
9970 Loss on Investment	652,186.14
Total Expenses	\$3,882,528.62
NET OPERATING INCOME	\$ -1,087,640.42
Other Income	
9910 Other Income	12,160.15
Refund from Ohio BWC	1,254.87
Total Other Income	\$13,415.02
NET OTHER INCOME	\$13,415.02
NET INCOME	\$ -1,074,225.40

Nervive Inc.
Profit and Loss
January 1 - December 5, 2022

	<u>Total</u>
Income	
4000 Revenue - Government	
4010 Revenue - Government Grant/Contract Revenue	335,271.21
Total 4000 Revenue - Government	<u>\$ 335,271.21</u>
Total Income	<u>\$ 335,271.21</u>
Gross Profit	<u>\$ 335,271.21</u>
Expenses	
5000 Direct Expenses - Grant	74.00
5200 Direct Materials & Supplies	64,235.67
5400 Direct Consultants	10,291.25
5500 Payroll Expense - Direct	
5510 Payroll Expense - Direct - Wages	144,894.44
5520 Workers Compensation - Ohio	132.53
5530 Payroll Expense Direct - ER Taxes	10,932.53
Total 5500 Payroll Expense - Direct	<u>\$ 155,959.50</u>
5620 Computer/ADP	1,316.20
5650 5650 Equipment and Facility Rental	11,766.98
5670 Travel - direct grant	1,903.49
5690 Subcontract Awards	
5691 5691 Subaward - Cleveland Clinic	2,200.67
5692 5692 Subaward - MetroHealth	17,270.74
5693 5693 Subaward - Clinical Trial Insurance	16,065.00
Total 5690 Subcontract Awards	<u>\$ 35,536.41</u>
5710 Depreciation Expense	10,218.33
Total 5000 Direct Expenses - Grant	<u>\$ 291,301.83</u>
7000 Indirect Expenses	
7200 Bank Fees	175.00
7238 Legal Fees	2,315.69
7240 Patent Fees	10,769.22
7250 Dues & Subscriptions	6,000.00
7400 Rent or Lease of Buildings	1,162.17
7650 Marketing and Communications	387.00
7675 Website Subscriptions	469.70
7900 Professional Fees	11,058.79
7910 Travel Expense	2,459.36
7915 Travel - Meals	104.42
Total 7000 Indirect Expenses	<u>\$ 34,901.35</u>
8000 7% Fees	
8350 Other Taxes	150.00
Total 8000 7% Fees	<u>\$ 150.00</u>
9000 Unallowable Costs	
9500 Amortization expense	13,715.08

Total 9000 Unallowable Costs	\$ 13,715.08
9800 Legal Fees - non grant	233,967.71
Total Expenses	\$ 574,035.97
Net Operating Income	-\$ 238,764.76
Net Income	-\$ 238,764.76

Monday, Dec 05, 2022 09:08:41 AM GMT-8 - Accrual Basis

Nervive Inc.
Balance Sheet
As of December 5, 2022

	<u>Total</u>
ASSETS	
Current Assets	
Bank Accounts	
1000 5/3 BUSINESS STANDARD CHECKING (5861)	54,077.08
Total Bank Accounts	<u>\$ 54,077.08</u>
Other Current Assets	
1310 Due from Employees	0.00
1400 Prepaid Taxes & Expenses	8,777.77
1499 Uncategorized Asset	0.00
Due from Grant Funds	0.00
Loan to Md-5	6,143.34
Total Other Current Assets	<u>\$ 14,921.11</u>
Total Current Assets	<u>\$ 68,998.19</u>
Fixed Assets	
1560 Prototype & Test Equipment	245,239.91
1590 Accumulated Depreciation	-49,047.98
Total Fixed Assets	<u>\$ 196,191.93</u>
Other Assets	
1950 Patents	526,658.97
1955 Future Patent - Redacted	677,080.00
1960 Accumulated Amortization of Other Assets	-116,852.65
MD-5 GmbH	3,500.00
Total Other Assets	<u>\$ 1,090,386.32</u>
TOTAL ASSETS	<u>\$ 1,355,576.44</u>
LIABILITIES AND EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
2000 Accounts Payable (A/P)	467,864.54
Total Accounts Payable	<u>\$ 467,864.54</u>
Credit Cards	
2010 American Express	0.00
Total Credit Cards	<u>\$ 0.00</u>
Other Current Liabilities	
2200 Accrued Expenses	0.00
2300 Convertible Note Pay - Short Term	190,615.86
2310 Accrued Interest - ST Notes	30,149.46
2400 Notes Payable - Short Term	111,145.06
2450 Other Current Liabilities	0.00
Loan from Redacted	25,000.00
Loan from Mark Borsody	0.00

Loan from Shareholder	0.00
Loan from Redacted	0.00
Total Other Current Liabilities	\$ 356,910.38
Total Current Liabilities	\$ 824,774.92
Long-Term Liabilities	
2900 Notes Payable - Long Term	115,662.23
Accrued Interest on Redacted Loan Payable	0.00
Accrued Interest on Note to Redacted	17,427.12
Accrued Interest on Note to Mark Borsody	0.00
Accrued Interest on Note to Redacted	400.82
Due to Fenwick & West	0.00
Redacted Loan Payable	677,080.00
Notes Payable - Redacted	282,000.00
Notes Payable - Redacted	38,000.00
Other Long Term Liabilities	
Accrued Interest Convert Notes	142,464.53
Convertible Notes	400,720.00
Legacy Accounts Payable	118,876.52
Loan Payable - Mark Borsody	3,000.00
Total Other Long Term Liabilities	\$ 665,061.05
Total Long-Term Liabilities	\$ 1,795,631.22
Total Liabilities	\$ 2,620,406.14
Equity	
3300 Additional Paid In Capital - Stock Options	637,348.34
3900 Retained Earnings	-1,663,413.28
Net Income	-238,764.76
Total Equity	-\$ 1,264,829.70
TOTAL LIABILITIES AND EQUITY	\$ 1,355,576.44

Monday, Dec 05, 2022 08:23:19 AM GMT-8 - Accrual Basis

Caution: Forms printed from within Adobe Acrobat products may not meet IRS or state taxing agency specifications. When using Acrobat, select the "Actual Size" in the Adobe "Print" dialog.

CLIENT'S COPY

2021 TAX RETURN FILING INSTRUCTIONS

U.S. CORPORATION INCOME TAX RETURN

FOR THE YEAR ENDING

DECEMBER 31, 2021

PREPARED FOR:

NERVIVE, INC.
5900 LANDERBROOK DR, SUITE 350
MAYFIELD HEIGHTS, OH 44124-4085

PREPARED BY:

SIKICH LLP
274 WHITE POND DRIVE
AKRON, OH 44320-1118

TO BE SIGNED AND DATED BY:

THE APPROPRIATE CORPORATE OFFICER(S).

AMOUNT OF TAX:

TOTAL TAX	\$	0
LESS: PAYMENTS AND CREDITS	\$	0
PLUS: INTEREST AND PENALTIES	\$	0
NO PAYMENT REQUIRED	\$	

OVERPAYMENT:

NOT APPLICABLE

MAKE CHECK PAYABLE TO:

NOT APPLICABLE

MAIL TAX RETURN AND CHECK (IF APPLICABLE) TO:

THIS RETURN HAS BEEN PREPARED FOR ELECTRONIC FILING. TO HAVE IT TRANSMITTED ELECTRONICALLY TO THE IRS, PLEASE SIGN, DATE, AND RETURN FORM 8879-C TO OUR OFFICE. WE WILL THEN SUBMIT YOUR ELECTRONIC RETURN.

RETURN MUST BE MAILED ON OR BEFORE:

RETURN FEDERAL FORM 8879-C TO US AS SOON AS POSSIBLE.

SPECIAL INSTRUCTIONS:

TAX RETURN FILING INSTRUCTIONS
FORM 5471 INFORMATION RETURN OF U.S. PERSONS
WITH RESPECT TO CERTAIN FOREIGN CORPORATIONS

FOR THE YEAR ENDING
DECEMBER 31, 2021

PREPARED FOR:

NERVIVE, INC.
5900 LANDERBROOK DR, SUITE 350
MAYFIELD HEIGHTS, OH 44124-4085

PREPARED BY:

SIKICH LLP
274 WHITE POND DRIVE
AKRON, OH 44320-1118

MAIL TAX RETURN TO:

NOT APPLICABLE

RETURN MUST BE MAILED ON OR BEFORE:

NOT APPLICABLE

SPECIAL INSTRUCTIONS:

FORM 5471 HAS BEEN PREPARED FOR ELECTRONIC FILING WITH THE FEDERAL
RETURN.

CORPORATION
Two-Year Comparison

2021

Name	Employer Identification Number
NERVIVE, INC.	90-1048492

Description	Prior Year	Current Year	Increase (Decrease)
INCOME:			
GROSS RECEIPTS OR SALES LESS RETURNS AND ALLOWANCES	678,838.	254,163.	-424,675.
COST OF GOODS SOLD	350,578.	106,583.	-243,995.
GROSS PROFITS	328,260.	147,580.	-180,680.
INTEREST	0.	843.	843.
OTHER INCOME	0.	1,255.	1,255.
TOTAL INCOME	328,260.	149,678.	-178,582.
DEDUCTIONS:			
COMPENSATION OF OFFICERS	207,690.	35,144.	-172,546.
RENTS	17,323.	14,105.	-3,218.
TAXES AND LICENSES	1,508.	150.	-1,358.
INTEREST	37,380.	248,129.	210,749.
DEPRECIATION	49,048.	78,477.	29,429.
OTHER DEDUCTIONS	213,146.	137,791.	-75,355.
TOTAL DEDUCTIONS	526,095.	513,796.	-12,299.
TAXABLE INCOME:			
TAXABLE INCOME BEFORE NOL DEDUCTION AND SPECIAL DEDUCTIONS	-197,835.	-364,118.	-166,283.
TAXABLE INCOME	-197,835.	-364,118.	-166,283.
TAX COMPUTATION:			
TAX BEFORE CREDITS	0.	0.	0.
TAX AFTER CREDITS	0.	0.	0.
TOTAL TAX	0.	0.	0.
PAYMENTS AND CREDITS:			
BALANCE DUE OR REFUND:			
SCHEDULE M-1:			
NET INCOME (LOSS) PER BOOKS	-163,246.	-298,848.	-135,602.
BOOK EXPENSES NOT ON RETURN	153.	0.	-153.
INCOME ON BOOKS NOT ON RETURN	0.	11,317.	11,317.
RETURN DEDUCTIONS NOT ON BOOKS	34,742.	53,953.	19,211.
INCOME PER RETURN	-197,835.	-364,118.	-166,283.

CORPORATION

2021

Employer Identification Number

90-1048492

[illegible]

Form **8879-C****IRS e-file Signature Authorization for Form 1120**

OMB No. 1545-0123

Department of the Treasury
Internal Revenue Service

For calendar year 2021, or tax year beginning _____, 2021, ending _____, 20____

▶ **Do not send to the IRS. Keep for your records.**▶ **Go to www.irs.gov/Form8879C for the latest information.****2021**

Name of corporation

NERVIVE, INC.

Employer identification number

90-1048492**Part I Tax Return Information** (Whole dollars only)

1	Total income (Form 1120, line 11)	1	149,678.
2	Taxable income (Form 1120, line 30)	2	-364,118.
3	Total tax (Form 1120, line 31)	3	
4	Amount owed (Form 1120, line 35)	4	
5	Overpayment (Form 1120, line 36)	5	

Part II Declaration and Signature Authorization of Officer. Be sure to get a copy of the corporation's return.

Under penalties of perjury, I declare that I am an officer of the above corporation and that I have examined a copy of the corporation's 2021 electronic income tax return and accompanying schedules and statements and to the best of my knowledge and belief, it is true, correct, and complete. I further declare that the amounts in Part I above are the amounts shown on the copy of the corporation's electronic income tax return. I consent to allow my electronic return originator (ERO), transmitter, or intermediate service provider to send the corporation's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the corporation's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at **1-888-353-4537** no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the corporation's electronic income tax return and, if applicable, the corporation's consent to electronic funds withdrawal.

Officer's PIN: check one box only

☒ I authorize **SIKICHLLP** to enter my PIN **90104**
ERO firm name do not enter all zeros

as my signature on the corporation's 2021 electronically filed income tax return.

As an officer of the corporation, I will enter my PIN as my signature on the corporation's 2021 electronically filed income tax return.

Officer's signature ▶ _____ Date ▶ _____ Title ▶ **OFFICER****Part III Certification and Authentication**ERO's EFIN/PIN. Enter your six-digit EFIN followed by your five-digit self-selected PIN. **34008587304**
do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2021 electronically filed income tax return for the corporation indicated above. I confirm that I am submitting this return in accordance with the requirements of **Pub. 3112**, IRS *e-file* Application and Participation, and **Pub. 4163**, Modernized e-File (MeF) Information for Authorized IRS *e-file* Providers for Business Returns.

ERO's signature ▶ _____ Date ▶ **12/13/22**

ERO Must Retain This Form - See Instructions
Do Not Submit This Form to the IRS Unless Requested To Do So

For Paperwork Reduction Act Notice, see instructions.

Form **8879-C** (2021)

LHA

**Application for Automatic Extension of Time To File Certain
Business Income Tax, Information, and Other Returns**

OMB No. 1545-0233

► **File a separate application for each return.**
► **Go to www.irs.gov/Form7004 for instructions and the latest information.**

**Print
or
Type**

Name

NERVIVE, INC.

Identifying number

90-1048492

Number, street, and room or suite no. (If P.O. box, see instructions.)

5900 LANDERBROOK DR, SUITE 350

City, town, state, and ZIP code (If a foreign address, enter city, province or state, and country (follow the country's practice for entering postal code).)

MAYFIELD HEIGHTS, OH 44124-4085

Note: File request for extension by the due date of the return. See instructions before completing this form.

Part I Automatic Extension for Certain Business Income Tax, Information, and Other Returns. See instructions.

1 Enter the form code for the return listed below that this application is for **12**

Application Is For:	Form Code	Application Is For:	Form Code
Form 706-GS(D)	01	Form 1120-ND (section 4951 taxes)	20
Form 706-GS(T)	02	Form 1120-PC	21
Form 1041 (bankruptcy estate only)	03	Form 1120-POL	22
Form 1041 (estate other than a bankruptcy estate)	04	Form 1120-REIT	23
Form 1041 (trust)	05	Form 1120-RIC	24
Form 1041-N	06	Form 1120S	25
Form 1041-QFT	07	Form 1120-SF	26
Form 1042	08	Form 3520-A	27
Form 1065	09	Form 8612	28
Form 1066	11	Form 8613	29
Form 1120	12	Form 8725	30
Form 1120-C	34	Form 8804	31
Form 1120-F	15	Form 8831	32
Form 1120-FSC	16	Form 8876	33
Form 1120-H	17	Form 8924	35
Form 1120-L	18	Form 8928	36
Form 1120-ND	19		

Part II All Filers Must Complete This Part

- 2** If the organization is a foreign corporation that does not have an office or place of business in the United States, check here ►
- 3** If the organization is a corporation and is the common parent of a group that intends to file a consolidated return, check here ►
If checked, attach a statement listing the name, address, and employer identification number (EIN) for each member covered by this application.
- 4** If the organization is a corporation or partnership that qualifies under Regulations section 1.6081-5, check here ►
- 5a** The application is for calendar year **2021**, or tax year beginning _____, and ending _____
- b Short tax year.** If this tax year is less than 12 months, check the reason: Initial return ☐ Final return ☐
Change in accounting period Consolidated return to be filed Other (See instructions - attach explanation.)

6 Tentative total tax	6	0.
7 Total payments and credits. See instructions	7	0.
8 Balance due. Subtract line 7 from line 6. See instructions	8	0.

LHA For Privacy Act and Paperwork Reduction Act Notice, see separate instructions.

Form **7004** (Rev. 12-2018)

U.S. Corporation Income Tax Return

OMB No. 1545-0123

Form **1120**Department of the Treasury
Internal Revenue Service

For calendar year 2021 or tax year beginning

, ending

EXTENSION GRANTED TO 02/15/23▶ Go to www.irs.gov/Form1120 for instructions and the latest information.**2021****A** Check if:

- 1a Consolidated return (attach Form 851)
- b Life/nonlife consolidated return
- 2 Personal holding co. (attach Sch. PH)
- 3 Personal service corp. (see instructions)
- 4 Schedule M-3 attached

**TYPE
OR
PRINT**

Name

NERVIVE, INC.

Number, street, and room or suite no. If a P.O. box, see instructions.

5900 LANDERBROOK DR, SUITE 350

City or town, state or province, country, and ZIP or foreign postal code

MAYFIELD HEIGHTS, OH 44124-4085**B** Employer identification number**90-1048492****C** Date incorporated**12/31/2013****D** Total assets (see instructions)**\$ 1,177,103.****E** Check if: (1) Initial return (2) Final return (3) Name change (4) Address change

Income	1a Gross receipts or sales	1a	254,163.	
	b Returns and allowances	1b		
	c Balance. Subtract line 1b from line 1a			1c 254,163.
	2 Cost of goods sold (attach Form 1125-A)			2 106,583.
	3 Gross profit. Subtract line 2 from line 1c			3 147,580.
	4 Dividends and inclusions (Schedule C, line 23)			4
	5 Interest		SEE STATEMENT 1	5 843.
	6 Gross rents			6
	7 Gross royalties			7
	8 Capital gain net income (attach Schedule D (Form 1120))			8
	9 Net gain or (loss) from Form 4797, Part II, line 17 (attach Form 4797)			9
10 Other income (attach statement)		SEE STATEMENT 2	10 1,255.	
11 Total income. Add lines 3 through 10			11 149,678.	
Deductions (See instructions for limitations on deductions.)	12 Compensation of officers (attach Form 1125-E)			12 35,144.
	13 Salaries and wages (less employment credits)			13
	14 Repairs and maintenance			14
	15 Bad debts			15
	16 Rents			16 14,105.
	17 Taxes and licenses		SEE STATEMENT 3	17 150.
	18 Interest (see instructions)			18 248,129.
	19 Charitable contributions			19
	20 Depreciation from Form 4562 not claimed on Form 1125-A or elsewhere on return (attach Form 4562)			20 78,477.
	21 Depletion			21
	22 Advertising			22
	23 Pension, profit-sharing, etc., plans			23
	24 Employee benefit programs			24
	25 Reserved for future use			25
	26 Other deductions (attach statement)		SEE STATEMENT 4	26 137,791.
	27 Total deductions. Add lines 12 through 26			27 513,796.
	28 Taxable income before net operating loss deduction and special deductions. Subtract line 27 from line 11			28 -364,118.
29a Net operating loss deduction (see instructions)	STATEMENT 5	29a	0.	
b Special deductions (Schedule C, line 24)		29b		
c Add lines 29a and 29b			29c	
Tax, Refundable Credits, and Payments	30 Taxable income. Subtract line 29c from line 28. See instructions			30 -364,118.
	31 Total tax (Schedule J, Part I, line 11)			31 0.
	32 Reserved for future use			32
	33 Total payments and credits (Schedule J, Part III, line 23)			33
	34 Estimated tax penalty. See instructions. Check if Form 2220 is attached			34
	35 Amount owed. If line 33 is smaller than the total of lines 31 and 34, enter amount owed			35 0.
	36 Overpayment. If line 33 is larger than the total of lines 31 and 34, enter amount overpaid			36
37 Enter amount from line 36 you want: Credited to 2022 estimated tax Refunded			37	
Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.			May the IRS discuss this return with the preparer shown below? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer _____ Date _____ OFFICER Title			
Paid	Print/Type preparer's name	Preparer's signature	Date	Check if self-employed
Preparer	LESLEY A. KELLER		12/13/22	<input type="checkbox"/>
Use Only	Firm's name ▶ SIKICH LLP	Firm's EIN ▶ 36-3168081		
	Firm's address ▶ 274 WHITE POND DRIVE	Phone no. 3308646661		
	AKRON, OH 44320-1118			

111601
12-22-21

LHA For Paperwork Reduction Act Notice, see separate instructions.

Form 1120 (2021)

Schedule C Dividends, Inclusions, and Special Deductions (see instructions)	(a) Dividends and inclusions	(b) %	(c) Special deductions (a) x (b)
1 Dividends from less-than-20%-owned domestic corporations (other than debt-financed stock)		50	
2 Dividends from 20%-or-more-owned domestic corporations (other than debt-financed stock)		65	
3 Dividends on certain debt-financed stock of domestic and foreign corporations		See Instructions	
4 Dividends on certain preferred stock of less-than-20%-owned public utilities		23.3	
5 Dividends on certain preferred stock of 20%-or-more-owned public utilities		26.7	
6 Dividends from less-than-20%-owned foreign corporations and certain FSCs		50	
7 Dividends from 20%-or-more-owned foreign corporations and certain FSCs		65	
8 Dividends from wholly owned foreign subsidiaries		100	
9 Subtotal. Add lines 1 through 8		See Instructions	
10 Dividends from domestic corporations received by a small business investment company operating under the Small Business Investment Act of 1958		100	
11 Dividends from affiliated group members		100	
12 Dividends from certain FSCs		100	
13 Foreign-source portion of dividends received from a specified 10%-owned foreign corporation (excluding hybrid dividends) (see instructions)		100	
14 Dividends from foreign corporations not included on line 3, 6, 7, 8, 11, 12, or 13 (including any hybrid dividends)			
15 Reserved for future use			
16a Subpart F inclusions derived from the sale by a controlled foreign corporation (CFC) of the stock of a lower-tier foreign corporation treated as a dividend (attach Form(s) 5471) (see instructions)		100	
b Subpart F inclusions derived from hybrid dividends of tiered corporations (attach Form(s) 5471) (see instructions)			
c Other inclusions from CFCs under subpart F not included on line 16a, 16b, or 17 (attach Form(s) 5471) (see instructions)			
17 Global Intangible Low-Taxed Income (GILTI) (attach Form(s) 5471 and Form 8992)			
18 Gross-up for foreign taxes deemed paid			
19 IC-DISC and former DISC dividends not included on line 1, 2, or 3			
20 Other dividends			
21 Deduction for dividends paid on certain preferred stock of public utilities			
22 Section 250 deduction (attach Form 8993)			
23 Total dividends and inclusions. Add column (a), lines 9 through 20. Enter here and on page 1, line 4			
24 Total special deductions. Add column (c), lines 9 through 22. Enter here and on page 1, line 29b			

Schedule J Tax Computation and Payment (see instructions)**Part I - Tax Computation**

1	Check if the corporation is a member of a controlled group (attach Schedule O (Form 1120))	<input type="checkbox"/>	
2	Income tax. See instructions		0.
3	Base erosion minimum tax amount (attach Form 8991)		
4	Add lines 2 and 3		0.
5a	Foreign tax credit (attach Form 1118)	5a	
b	Credit from Form 8834 (see instructions)	5b	
c	General business credit (attach Form 3800)	5c	
d	Credit for prior year minimum tax (attach Form 8827)	5d	
e	Bond credits from Form 8912	5e	
6	Total credits. Add lines 5a through 5e	6	
7	Subtract line 6 from line 4	7	0.
8	Personal holding company tax (attach Schedule PH (Form 1120))	8	
9a	Recapture of investment credit (attach Form 4255)	9a	
b	Recapture of low-income housing credit (attach Form 8611)	9b	
c	Interest due under the look-back method-completed long-term contracts (attach Form 8697)	9c	
d	Interest due under the look-back method-income forecast method (attach Form 8866)	9d	
e	Alternative tax on qualifying shipping activities (attach Form 8902)	9e	
f	Interest/tax due under Section 453A(c) and/or Section 453(l)	9f	
g	Other (see instructions - attach statement)	9g	
10	Total. Add lines 9a through 9g	10	
11	Total tax. Add lines 7, 8, and 10. Enter here and on page 1, line 31	11	0.

Part II - Reserved For Future Use

12	Reserved for future use	12	
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Part III - Payments and Refundable Credits

13	2020 overpayment credited to 2021	13	
14	2021 estimated tax payments	14	
15	2021 refund applied for on Form 4466	15	()
16	Combine lines 13, 14, and 15	16	
17	Tax deposited with Form 7004	17	
18	Withholding (see instructions)	18	
19	Total payments. Add lines 16, 17, and 18	19	
20	Refundable credits from:		
a	Form 2439	20a	
b	Form 4136	20b	
c	Reserved for future use	20c	
d	Other (attach statement - see instructions)	20d	
21	Total credits. Add lines 20a through 20d	21	
22	Reserved for future use	22	
23	Total payments and credits. Add lines 19 and 21. Enter here and on page 1, line 33	23	

Form **1120** (2021)

Schedule K Other Information (see instructions)

1 Check accounting method: a <input type="checkbox"/> Cash b <input checked="" type="checkbox"/> Accrual c <input type="checkbox"/> Other (specify) ▶ _____	Yes	No
2 See the instructions and enter the:		
a Business activity code no. ▶ 541700		
b Business activity ▶ MEDICAL RESEARCH		
c Product or service ▶ RESEARCH		
3 Is the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? _____ If "Yes," enter name and EIN of the parent corporation ▶ _____		X
4 At the end of the tax year:		
a Did any foreign or domestic corporation, partnership (including any entity treated as a partnership), trust, or tax-exempt organization own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote? If "Yes," complete Part I of Schedule G (Form 1120) (attach Schedule G) _____		X
b Did any individual or estate own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of the corporation's stock entitled to vote? If "Yes," complete Part II of Schedule G (Form 1120) (attach Schedule G) _____		X
5 At the end of the tax year, did the corporation:		
a Own directly 20% or more, or own, directly or indirectly, 50% or more of the total voting power of all classes of stock entitled to vote of any foreign or domestic corporation not included on Form 851 , Affiliations Schedule? For rules of constructive ownership, see instructions _____ If "Yes," complete (i) through (iv) below.	X	

(i) Name of Corporation	(ii) Employer Identification Number (if any)	(iii) Country of Incorporation	(iv) Percentage Owned in Voting Stock
MD-5 GMBH		GERMANY	100.00%

b Own directly an interest of 20% or more, or own, directly or indirectly, an interest of 50% or more in any foreign or domestic partnership (including an entity treated as a partnership) or in the beneficial interest of a trust? For rules of constructive ownership, see instructions _____ If "Yes," complete (i) through (iv) below.		X
-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	--	----------

(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Country of Organization	(iv) Maximum Percentage Owned in Profit, Loss, or Capital

6 During this tax year, did the corporation pay dividends (other than stock dividends and distributions in exchange for stock) in excess of the corporation's current and accumulated earnings and profits? See sections 301 and 316 _____ If "Yes," file Form 5452 , Corporate Report of Nondividend Distributions. See the instructions for Form 5452. If this is a consolidated return, answer here for the parent corporation and on Form 851 for each subsidiary.		X
7 At any time during the tax year, did one foreign person own, directly or indirectly, at least 25% of the total voting power of all classes of the corporation's stock entitled to vote or at least 25% of the total value of all classes of the corporation's stock? _____ For rules of attribution, see section 318. If "Yes," enter: (a) Percentage owned ▶ _____ and (b) Owner's country ▶ _____ (c) The corporation may have to file Form 5472 , Information Return of a 25% Foreign-Owned U.S. Corporation or a Foreign Corporation Engaged in a U.S. Trade or Business. Enter the number of Forms 5472 attached ▶ _____		X
8 Check this box if the corporation issued publicly offered debt instruments with original issue discount _____ ▶ <input type="checkbox"/>		
9 Enter the amount of tax-exempt interest received or accrued during the tax year ▶ \$ _____		
10 Enter the number of shareholders at the end of the tax year (if 100 or fewer) ▶ 5		
11 If the corporation has an NOL for the tax year and is electing to forego the carryback period, check here _____ ▶ <input checked="" type="checkbox"/>		
12 Enter the available NOL carryover from prior tax years (do not reduce it by any deduction reported on page 1, line 29a.) _____ ▶ \$ 733,470.		

Schedule K Other Information (continued from page 4)

	Yes	No
13 Are the corporation's total receipts (page 1, line 1a, plus lines 4 through 10) for the tax year and its total assets at the end of the tax year less than \$250,000?		X
If "Yes," the corporation is not required to complete Schedules L, M-1, and M-2. Instead, enter the total amount of cash distributions and the book value of property distributions (other than cash) made during the tax year ► \$		
14 Is the corporation required to file Schedule UTP (Form 1120), Uncertain Tax Position Statement? See instructions		X
If "Yes," complete and attach Schedule UTP.		
15a Did the corporation make any payments in 2021 that would require it to file Form(s) 1099?	X	
b If "Yes," did or will the corporation file required Form(s) 1099?	X	
16 During this tax year, did the corporation have an 80%-or-more change in ownership, including a change due to redemption of its own stock?		X
17 During or subsequent to this tax year, but before the filing of this return, did the corporation dispose of more than 65% (by value) of its assets in a taxable, non-taxable, or tax deferred transaction?		X
18 Did the corporation receive assets in a section 351 transfer in which any of the transferred assets had a fair market basis or fair market value of more than \$1 million?		X
19 During the corporation's tax year, did the corporation make any payments that would require it to file Forms 1042 and 1042-S under chapter 3 (sections 1441 through 1464) or chapter 4 (sections 1471 through 1474) of the Code?		X
20 Is the corporation operating on a cooperative basis?		X
21 During the tax year, did the corporation pay or accrue any interest or royalty for which the deduction is not allowed under section 267A? See instructions		X
If "Yes," enter the total amount of the disallowed deductions ► \$		
22 Does the corporation have gross receipts of at least \$500 million in any of the 3 preceding tax years? (See sections 59A(e)(2) and (3))		X
If "Yes," complete and attach Form 8991.		
23 Did the corporation have an election under section 163(j) for any real property trade or business or any farming business in effect during the tax year? See instructions		X
24 Does the corporation satisfy one or more of the following? See instructions		X
a The corporation owns a pass-through entity with current, or prior year carryover, excess business interest expense.		
b The corporation's aggregate average annual gross receipts (determined under section 448(c)) for the 3 tax years preceding the current tax year are more than \$26 million and the corporation has business interest expense.		
c The corporation is a tax shelter and the corporation has business interest expense.		
If "Yes," complete and attach Form 8990.		
25 Is the corporation attaching Form 8996 to certify as a Qualified Opportunity Fund?		X
If "Yes," enter amount from Form 8996, line 15 ► \$		
26 Since December 22, 2017, did a foreign corporation directly or indirectly acquire substantially all of the properties held directly or indirectly by the corporation, and was the ownership percentage (by vote or value) for purposes of section 7874 greater than 50% (for example, the shareholders held more than 50% of the stock of the foreign corporation)? If "Yes," list the ownership percentage by vote and by value. See instructions		X
Percentage: By Vote		
By Value		

Form **1120** (2021)

Schedule L Balance Sheets per Books		Beginning of tax year		End of tax year	
Assets		(a)	(b)	(c)	(d)
1	Cash		19,281.		36,768.
2a	Trade notes and accounts receivable				
b	Less allowance for bad debts	()		()	
3	Inventories				
4	U.S. government obligations				
5	Tax-exempt securities				
6	Other current assets (att. stmt.) STMT 6		14,921.		29,099.
7	Loans to shareholders				
8	Mortgage and real estate loans				
9	Other investments (att. stmt.) STMT 7		3,500.		3,500.
10a	Buildings and other depreciable assets	245,240.		245,240.	
b	Less accumulated depreciation	(14,306.)	230,934.	(38,830.)	206,410.
11a	Depletable assets				
b	Less accumulated depletion	()		()	
12	Land (net of any amortization)				
13a	Intangible assets (amortizable only)	526,659.		526,659.	
b	Less accumulated amortization	(70,221.)	456,438.	(105,333.)	421,326.
14	Other assets (att. stmt.) STMT 8				480,000.
15	Total assets		725,074.		1,177,103.
Liabilities and Shareholders' Equity					
16	Accounts payable		224,436.		278,118.
17	Mortgages, notes, bonds payable in less than 1 year		295,888.		301,761.
18	Other current liabilities (att. stmt.) STMT 9		95,487.		184,474.
19	Loans from shareholders		229,000.		340,828.
20	Mortgages, notes, bonds payable in 1 year or more		625,875.		1,116,382.
21	Other liabilities (att. stmt.)				
22	Capital stock: a Preferred stock				
	b Common stock				
23	Additional paid-in capital		637,348.		637,348.
24	Retained earnings - Appropriated (attach statement)				
25	Retained earnings - Unappropriated		-1,382,960.		-1,681,808.
26	Adjustments to shareholders' equity (attach statement)				
27	Less cost of treasury stock		()		()
28	Total liabilities and shareholders' equity		725,074.		1,177,103.

Schedule M-1 Reconciliation of Income (Loss) per Books With Income per Return

Note: The corporation may be required to file Schedule M-3. See instructions.

1	Net income (loss) per books	-298,848.	7	Income recorded on books this year not included on this return (itemize):	
2	Federal income tax per books			Tax-exempt interest \$	
3	Excess of capital losses over capital gains			STMT 10 11,317.	
4	Income subject to tax not recorded on books this year (itemize):				11,317.
5	Expenses recorded on books this year not deducted on this return (itemize):		8	Deductions on this return not charged against book income this year (itemize):	
a	Depreciation \$		a	Depreciation \$ 53,953.	
b	Charitable contributions \$		b	Charitable contributions \$	
c	Travel and entertainment \$				53,953.
6	Add lines 1 through 5	-298,848.	9	Add lines 7 and 8	65,270.
			10	Income (page 1, line 28) - line 6 less line 9	-364,118.

Schedule M-2 Analysis of Unappropriated Retained Earnings per Books (Schedule L, Line 25)

1	Balance at beginning of year	-1,382,960.	5	Distributions: a Cash	
2	Net income (loss) per books	-298,848.		b Stock	
3	Other increases (itemize):			c Property	
			6	Other decreases (itemize):	
			7	Add lines 5 and 6	
4	Add lines 1, 2, and 3	-1,681,808.	8	Balance at end of year (line 4 less line 7)	-1,681,808.

**SCHEDULE N
(Form 1120)**

Department of the Treasury
Internal Revenue Service

Name

Foreign Operations of U.S. Corporations

▶ **Attach to Form 1120, 1120-C, 1120-IC-DISC, 1120-L, 1120-PC, 1120-REIT, 1120-RIC, or 1120-S.**
▶ **Go to www.irs.gov/Form1120 for the latest information.**

OMB No. 1545-0123

2021

NERVIVE, INC.

Employer identification number (EIN)
90-1048492

Foreign Operations Information

	Yes	No
1a During the tax year, did the corporation own (directly or indirectly) any foreign entity that was disregarded as an entity separate from its owner under Regulations sections 301.7701-2 and 301.7701-3 or did the corporation own (directly or indirectly) any foreign branch (see instructions)? If "Yes," you are generally required to attach Form 8858 , Information Return of U.S. Persons With Respect to Foreign Disregarded Entities (FDEs) and Foreign Branches (FBs), for each FDE and for each FB (see instructions).		X
b Enter the number of Forms 8858 attached to the corporation's tax return ▶ _____		
2 Enter the number of Forms 8865 , Return of U.S. Persons With Respect to Certain Foreign Partnerships, attached to the corporation's tax return ▶ _____		
3 Excluding any partnership for which a Form 8865 is attached to the tax return, did the corporation own at least a 10% interest, directly or indirectly, in any other foreign partnership (including an entity treated as a foreign partnership under Regulations section 301.7701-2 or 301.7701-3)? If "Yes," see instructions for required statement.		X
4a Reserved for future use		
b Enter the number of Forms 5471 , Information Return of U.S. Persons With Respect to Certain Foreign Corporations, attached to the corporation's tax return ▶ _____ 1		
5 During the tax year, did the corporation receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," the corporation may have to file Form 3520 , Annual Return To Report Transactions With Foreign Trusts and Receipt of Certain Foreign Gifts.		X
6a At any time during the 2021 calendar year, did the corporation have an interest in or a signature or other authority over a financial account (such as a bank account, securities account, or other financial account) in a foreign country?	X	
b See the instructions for exceptions and filing requirements for FinCEN Form 114 , Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ▶ GERMANY		
7a Is the corporation claiming the extraterritorial income exclusion? If "Yes," attach a separate Form 8873 , Extraterritorial Income Exclusion, for each transaction or group of transactions.		X
b Enter the number of Forms 8873 attached to the tax return ▶ _____		
c Enter the total of the amounts from line 52 (extraterritorial income exclusion (net of disallowed deductions)) of all Forms 8873 attached to the tax return ▶ \$ _____		
8 Was the corporation a specified domestic entity required to file Form 8938 for the tax year (see the Instructions for Form 8938)?		X

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 1120.

Schedule N (Form 1120) 2021

Cost of Goods Sold

(Rev. November 2018)

▶ **Attach to Form 1120, 1120-C, 1120-F, 1120S, or 1065.**

OMB No. 1545-0123

Department of the Treasury
Internal Revenue Service
Name▶ **Go to www.irs.gov/Form1125A for the latest information.**

NERVIVE, INC.		Employer identification number 90-1048492	
1	Inventory at beginning of year	1	
2	Purchases	2	
3	Cost of labor	3	14,106.
4	Additional section 263A costs (attach schedule)	4	
5	Other costs (attach schedule) SEE STATEMENT 11	5	92,477.
6	Total. Add lines 1 through 5	6	106,583.
7	Inventory at end of year	7	
8	Cost of goods sold. Subtract line 7 from line 6. Enter here and on Form 1120, page 1, line 2 or the appropriate line of your tax return. See instructions	8	106,583.

9 a Check all methods used for valuing closing inventory:

(i) ☐ Cost

(ii) ☐ Lower of cost or market

(iii) ☐ Other (Specify method used and attach explanation) ▶ _____

b Check if there was a writedown of subnormal goods ▶ ☐

c Check if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form 970) ▶ ☐

d If the LIFO inventory method was used for this tax year, enter amount of closing inventory computed under LIFO **9d** | _____

e If property is produced or acquired for resale, do the rules of Section 263A apply to the entity? See instructions ☐ Yes ☒ No

f Was there any change in determining quantities, cost, or valuations between opening and closing inventory? ☐ Yes ☒ No
If "Yes," attach explanation.

For Paperwork Reduction Act Notice, see separate instructions.

Form **1125-A** (Rev. 11-2018)

Form **4562**Department of the Treasury
Internal Revenue Service (99)
Name(s) shown on return**Depreciation and Amortization**
(Including Information on Listed Property) **OTHER**

▶ Attach to your tax return.

▶ Go to www.irs.gov/Form4562 for instructions and the latest information.

OMB No. 1545-0172

2021Attachment
Sequence No. **179**

Business or activity to which this form relates

Identifying number

NERVIVE, INC.**OTHER DEPRECIATION****90-1048492****Part I Election To Expense Certain Property Under Section 179** Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	1,050,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,620,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2020 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but don't enter more than line 11	12	
13	Carryover of disallowed deduction to 2022. Add lines 9 and 10, less line 12	13	

Note: Don't use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Don't include listed property.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Don't include listed property. See instructions.)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2021	17	78,477.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B - Assets Placed in Service During 2021 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	

Section C - Assets Placed in Service During 2021 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 30-year	/		30 yrs.	MM	S/L	
d 40-year	/		40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	78,477.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain aircraft, and property used for entertainment, recreation, or amusement.)**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.**Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)****24a** Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use							25	
26 Property used more than 50% in a qualified business use:								
	:	%						
	:	%						
	:	%						
27 Property used 50% or less in a qualified business use:								
	:	%				S/L -		
	:	%				S/L -		
	:	%				S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1							28	
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1							29	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle	(b) Vehicle	(c) Vehicle	(d) Vehicle	(e) Vehicle	(f) Vehicle
30 Total business/investment miles driven during the year (don't include commuting miles)						
31 Total commuting miles driven during the year						
32 Total other personal (noncommuting) miles driven						
33 Total miles driven during the year. Add lines 30 through 32						
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?						
36 Is another vehicle available for personal use?						

Section C - Questions for Employers Who Provide Vehicles for Use by Their EmployeesAnswer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **aren't** more than 5% owners or related persons.

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," don't complete Section B for the covered vehicles.**Part VI Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2021 tax year:					
	:				
	:				
43 Amortization of costs that began before your 2021 tax year				43	35,111.
44 Total. Add amounts in column (f). See the instructions for where to report				44	35,111.

Form **5471**

(Rev. December 2021)

Department of the Treasury
Internal Revenue Service**Information Return of U.S. Persons With
Respect to Certain Foreign Corporations**▶ Go to www.irs.gov/Form5471 for instructions and the latest information.Information furnished for the foreign corporation's annual accounting period (tax year required by
section 898) (see instructions) beginning **JAN 1, 2021**, and ending **DEC 31, 2021**

OMB No. 1545-0123

Attachment
Sequence No. **121**

Name of person filing this return

NERVIVE, INC.

Number, street, and room or suite no. (or P.O. box number if mail is not delivered to street address)

5900 LANDERBROOK DR, SUITE 350

City or town, state, and ZIP code

MAYFIELD HEIGHTS, OH 44124-4085Filer's tax year beginning **JAN 1, 2021**, and ending **DEC 31, 2021****D** Check box if this is a final Form 5471 for the foreign corporation ☐**E** Check if any excepted specified foreign financial assets are reported on this form (see instructions) ☐**F** Check the box if this Form 5471 has been completed using "Alternative Information" under Rev. Proc. 2019-40 ☒**G** If the box on line F is checked, enter the corresponding code for "Alternative Information" (see instructions) ▶ **07****H** Person(s) on whose behalf this information return is filed:

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Shareholder	Officer	Director
NERVIVE, INC.	5900 LANDERBROOK DR., SUITE 3 MAYFIELD HEIGHTS OH 44124	90-1048492	X		

Important: Fill in all applicable lines and schedules. All information **must** be in English. All amounts **must** be stated in U.S. dollars
unless otherwise indicated.

1a Name and address of foreign corporation		b(1) Employer identification number, if any	
MD-5 GMBH BIOCITY LEIPZIG, DEUTSCHER PLATZ 5B LEIPZIG 04103 GERMANY			
		b(2) Reference ID number (see instructions) 272589114-001	
		c Country under whose laws incorporated GERMANY	
d Date of incorporation	e Principal place of business	f Principal business activity code number	g Principal business activity
04/24/12	LEIPZIG GERMANY	541700	R&D
		h Functional currency code EUR	

2 Provide the following information for the foreign corporation's accounting period stated above.

a Name, address, and identifying number of branch office or agent (if any) in the United States		b If a U.S. income tax return was filed, enter:	
		(i) Taxable income or (loss)	(ii) U.S. income tax paid (after all credits)
c Name and address of foreign corporation's statutory or resident agent in country of incorporation		d Name and address (including corporate department, if applicable) of person (or persons) with custody of the books and records of the foreign corporation, and the location of such books and records, if different	
JAMES DOWNS BIOCITY LEIPZIG DEUTSCHER PLATZ 5B LEIPZIG 04103 GERMANY		JAMES DOWNS BIOCITY LEIPZIG DEUTSCHER PLATZ 5B LEIPZIG 04103 GERMANY	

Schedule A Stock of the Foreign Corporation

(a) Description of each class of stock	(b) Number of shares issued and outstanding	
	(i) Beginning of annual accounting period	(ii) End of annual accounting period
COMMON	25,000	25,000

LHA For Paperwork Reduction Act Notice, see instructions.

Form **5471** (Rev. 12-2021)

Schedule B	Shareholders of Foreign Corporation
-------------------	--------------------------------------------

Part I	U.S. Shareholders of Foreign Corporation (see instructions)
---------------	--------------------------------------------------------------------

(a) Name, address, and identifying number of shareholder	(b) Description of each class of stock held by shareholder. Note: This description should match the corresponding description entered in Schedule A, column (a).	(c) Number of shares held at beginning of annual accounting period	(d) Number of shares held at end of annual accounting period	(e) Pro rata share of Subpart F income (enter as a percentage)
NERVIVE INC 5900 LANDERBROOK D MAYFIELD HEIGHTS OH 4412 901048492	COMMON	25,000	25,000	100.00%

Part II	Direct Shareholders of Foreign Corporation (see instructions)
----------------	----------------------------------------------------------------------

[illegible]Form **5471** (Rev. 12-2021)

Schedule C Income Statement

Important: Report all information in functional currency in accordance with U.S. generally accepted accounting principles (GAAP). Also, report each amount in U.S. dollars translated from functional currency (using GAAP translation rules). However, if the functional currency is the U.S. dollar, complete only the U.S. Dollars column. See instructions for special rules for dollar approximate separate transactions method (DASTM) corporations.

		Functional Currency	U.S. Dollars
Income	1a Gross receipts or sales	1a	
	b Returns and allowances	1b	
	c Subtract line 1b from line 1a	1c	
	2 Cost of goods sold	2	
	3 Gross profit (subtract line 2 from line 1c)	3	
	4 Dividends	4	
	5 Interest	5	
	6a Gross rents	6a	
	b Gross royalties and license fees	6b	
	7 Net gain or (loss) on sale of capital assets	7	
Deductions	8a Foreign currency transaction gain or loss - unrealized	8a	
	b Foreign currency transaction gain or loss - realized	8b	
	9 Other income (attach statement)	9	
	10 Total income (add lines 3 through 9)	10	
	11 Compensation not deducted elsewhere	11	
	12a Rents	12a	
	b Royalties and license fees	12b	
	13 Interest	13	
	14 Depreciation not deducted elsewhere	14	
	15 Depletion	15	
Net Income	16 Taxes (exclude income tax expense (benefit))	16	
	17 Other deductions (attach statement - exclude income tax expense (benefit)) SEE STATEMENT 12	17	4,847.
	18 Total deductions (add lines 11 through 17)	18	4,847.
	19 Net income or (loss) before unusual or infrequently occurring items, and income tax expense (benefit) (subtract line 18 from line 10)	19	-4,847.
	20 Unusual or infrequently occurring items	20	
Other Comprehensive Income	21a Income tax expense (benefit) - current	21a	
	b Income tax expense (benefit) - deferred	21b	
	22 Current year net income or (loss) per books (combine lines 19 through 21b)	22	-4,847.
Other Comprehensive Income	23a Foreign currency translation adjustments	23a	
	b Other	23b	
	c Income tax expense (benefit) related to other comprehensive income	23c	
	24 Other comprehensive income (loss), net of tax (line 23a plus line 23b less line 23c)	24	

Form **5471** (Rev. 12-2021)

Schedule F Balance Sheet

Important: Report all amounts in U.S. dollars prepared and translated in accordance with U.S. GAAP. See instructions for an exception for DASTM corporations.

Assets		(a) Beginning of annual accounting period	(b) End of annual accounting period
1	Cash	1	
2a	Trade notes and accounts receivable	2a	
b	Less allowance for bad debts	2b	() ()
3	Derivatives	3	
4	Inventories	4	
5	Other current assets (attach statement) SEE STATEMENT 13	5	1,084. 7,325.
6	Loans to shareholders and other related persons	6	692. 0.
7	Investment in subsidiaries (attach statement)	7	
8	Other investments (attach statement)	8	
9a	Buildings and other depreciable assets	9a	
b	Less accumulated depreciation	9b	() ()
10a	Depletable assets	10a	
b	Less accumulated depletion	10b	() ()
11	Land (net of any amortization)	11	
12	Intangible assets:		
a	Goodwill	12a	
b	Organization costs	12b	
c	Patents, trademarks, and other intangible assets	12c	
d	Less accumulated amortization for lines 12a, 12b, and 12c	12d	() ()
13	Other assets (attach statement)	13	
14	Total assets	14	1,776. 7,325.
Liabilities and Shareholders' Equity			
15	Accounts payable	15	2,539. 0.
16	Other current liabilities (attach statement) SEE STATEMENT 14	16	3,418. 3,197.
17	Derivatives	17	
18	Loans from shareholders and other related persons	18	0. 11,618.
19	Other liabilities (attach statement) SEE STATEMENT 15	19	721. 2,533.
20	Capital stock:		
a	Preferred stock	20a	
b	Common stock	20b	32,960. 32,960.
21	Paid-in or capital surplus (attach reconciliation)	21	339,153. 339,153.
22	Retained earnings	22	-377,015. -382,136.
23	Less cost of treasury stock	23	() ()
24	Total liabilities and shareholders' equity	24	1,776. 7,325.

Schedule G Other Information

	Yes	No
1 During the tax year, did the foreign corporation own at least a 10% interest, directly or indirectly, in any foreign partnership? If "Yes," see the instructions for required statement.		X
2 During the tax year, did the foreign corporation own an interest in any trust?		X
3 During the tax year, did the foreign corporation own any foreign entities that were disregarded as separate from their owner under Regulations sections 301.7701-2 and 301.7701-3 or did the foreign corporation own any foreign branches (see instructions)? If "Yes," you are generally required to attach Form 8858 for each entity or branch (see instructions).		X
4a During the tax year, did the filer pay or accrue any base erosion payment under section 59A(d) to the foreign corporation or did the filer have a base erosion tax benefit under section 59A(c)(2) with respect to a base erosion payment made or accrued to the foreign corporation (see instructions)? If "Yes," complete lines 4b and 4c.		X
b Enter the total amount of the base erosion payments ▶ \$		
c Enter the total amount of the base erosion tax benefit ▶ \$		
5a During the tax year, did the foreign corporation pay or accrue any interest or royalty for which the deduction is not allowed under section 267A? If "Yes," complete line 5b.		X
b Enter the total amount of the disallowed deductions (see instructions) ▶ \$		

Schedule G Other Information (continued)

	Yes	No
6a Is the filer of this Form 5471 claiming a foreign-derived intangible income deduction (under section 250) with respect to any amounts listed on Schedule M? If "Yes," complete lines 6b, 6c, and 6d.		X
b Enter the amount of gross income derived from sales, leases, exchanges, or other dispositions (but not licenses) from transactions with the foreign corporation that the filer included in its computation of foreign-derived deduction eligible income (FDDEI) (see instructions) ▶ \$ _____		
c Enter the amount of gross income derived from a license of property to the foreign corporation that the filer included in its computation of FDDEI (see instructions) ▶ \$ _____		
d Enter the amount of gross income derived from services provided to the foreign corporation that the filer included in its computation of FDDEI (see instructions) ▶ \$ _____		
7 During the tax year, was the foreign corporation a participant in any cost-sharing arrangement? If the answer to question 7 is "Yes," complete a separate Schedule G-1 for each cost sharing arrangement in which the foreign corporation was a participant during the tax year.		X
8 From April 25, 2014, to December 31, 2017, did the foreign corporation purchase stock or securities of a shareholder of the foreign corporation for use in a triangular reorganization (within the meaning of Regulations section 1.358-6(b)(2))?		X
9a Did the foreign corporation receive any intangible property in a prior year or the current tax year for which the U.S. transferor is required to report a section 367(d) annual income inclusion for the tax year? If "Yes," go to line 9b.		X
b Enter in functional currency the amount of the earnings and profits reduction pursuant to section 367(d) (2)(B) for the tax year ▶ _____		
10 During the tax year, was the foreign corporation an expatriated foreign subsidiary under Regulations section 1.7874-12(a)(9)? If "Yes," see instructions and attach statement.		X
11 During the tax year, did the foreign corporation participate in any reportable transaction as defined in Regulations section 1.6011-4? If "Yes," attach Form(s) 8886 if required by Regulations section 1.6011-4(c)(3)(i)(G).		X
12 During the tax year, did the foreign corporation pay or accrue any foreign tax that was disqualified for credit under section 901(m)?		X
13 During the tax year, did the foreign corporation pay or accrue foreign taxes to which section 909 applies, or treat foreign taxes that were previously suspended under section 909 as no longer suspended?		X
14 Did you answer "Yes" to any of the questions in the instructions for line 14? If "Yes," enter the corresponding code(s) from the instructions and attach statement ▶ _____		X
15 Does the foreign corporation have interest expense disallowed under section 163(j) (see instructions)? If "Yes," enter the amount ▶ \$ _____		X
16 Does the foreign corporation have previously disallowed interest expense under section 163(j) carried forward to the current tax year (see instructions)? If "Yes," enter the amount ▶ \$ _____		X
17a Did any extraordinary reduction with respect to a controlling section 245A shareholder occur during the tax year (see instructions)?		X
b If the answer to question 17a is "Yes," was an election made to close the tax year such that no amount is treated as an extraordinary reduction amount or tiered extraordinary reduction amount (see instructions)?		
18 Does the reporting corporation have any loan to or from the related party to which the safe-haven rate rules of Regulations section 1.482-2(a)(2)(iii)(B) are applicable, and for which the reporting corporation used a rate of interest within the safe-haven range of Regulations section 1.482-2(a)(2)(iii)(B)(1) (100% to 130% of the AFR for the relevant term)?		X
19a Did the reporting corporation make at least one distribution or acquisition (as defined by Regulations section 1.385-3) during the period including the tax year and the preceding three tax years, or, during the period beginning 36 months before the date of the respective distribution or acquisition and ending 36 months afterward, did the reporting corporation issue or refinance indebtedness owed to a related party?		X
b If the answer to question 19a is "Yes," provide the following. (1) The amount of such distribution(s) and acquisition(s) ▶ \$ _____ (2) The amount of such related party indebtedness ▶ \$ _____		

Schedule I Summary of Shareholder's Income From Foreign Corporation

If item H on page 1 is completed, a separate Schedule I must be filed for each Category 4, 5a, or 5b filer for whom reporting is furnished on this Form 5471. This Schedule I is being completed for:

Name of U.S. shareholder	Identifying number		
1a Section 964(e)(4) Subpart F dividend income from the sale of stock of a lower-tier foreign corporation (see instructions)	1a		
b Section 245A(e)(2) Subpart F income from hybrid dividends of tiered corporations (see instructions)	1b		
c Subpart F income from tiered extraordinary disposition amounts not eligible for subpart F exception under section 954(c)(6)	1c		
d Subpart F income from tiered extraordinary reduction amounts not eligible for subpart F exception under section 954(c)(6)	1d		
e Section 954(c) Subpart F Foreign Personal Holding Company Income (enter result from Worksheet A)	1e		
f Section 954(d) Subpart F Foreign Base Company Sales Income (enter result from Worksheet A)	1f		
g Section 954(e) Subpart F Foreign Base Company Services Income (enter result from Worksheet A)	1g		
h Other subpart F income (enter result from Worksheet A)	1h		
2 Earnings invested in U.S. property (enter the result from Worksheet B)	2		
3 Reserved for future use	3		
4 Factoring income See instructions for reporting amounts on lines 1, 2, and 4 on your income tax return.	4		
5a Section 245A eligible dividends (see instructions)	5a		
b Extraordinary disposition amounts (see instructions)	5b		
c Extraordinary reduction amounts (see instructions)	5c		
d Section 245A(e) dividends (see instructions)	5d		
e Dividends not reported on line 5a, 5b, 5c, or 5d	5e		
6 Exchange gain or (loss) on a distribution of previously taxed earnings and profits	6		

	Yes	No
7a Was any income of the foreign corporation blocked?		X
b Did any such income become unblocked during the tax year (see section 964(b))?		X
If the answer to either question is "Yes," attach an explanation.		
8a Did this U.S. shareholder have an extraordinary disposition (ED) account with respect to the foreign corporation at any time during the tax year (see instructions)?		X
b If the answer to question 8a is "Yes," enter the U.S. shareholder's ED account balance at the beginning of the CFC year \$ _____ and at the end of the tax year \$ _____. Provide an attachment detailing any changes from the beginning to the ending balances.		
c Enter the CFC's aggregate ED account balance with respect to all U.S. shareholders at the beginning of the CFC year \$ _____ and at the end of the tax year \$ _____. Provide an attachment detailing any changes from the beginning to the ending balances.		
9 Enter the sum of the hybrid deduction accounts with respect to stock of the foreign corporation (see instructions)	\$ _____	

Form **5471** (Rev. 12-2021)

**SCHEDULE H
(Form 5471)**(Rev. December 2021)
Department of the Treasury
Internal Revenue Service**Current Earnings and Profits**

▶ Attach to Form 5471.

OMB No. 1545-0123

▶ Go to www.irs.gov/Form5471 for instructions and the latest information.

Name of person filing Form 5471 NERVIVE, INC.		Identifying number 90-1048492
Name of foreign corporation MD-5 GMBH	EIN (if any)	Reference ID number (see instr.) 272589114-001

IMPORTANT: Enter the amounts on lines 1 through 5c in **functional** currency.

1	Current year net income or (loss) per foreign books of account	1	- 4,847.
2	Net adjustments made to line 1 to determine current earnings and profits according to U.S. financial and tax accounting standards (see instructions):		
		Net Additions	Net Subtractions
a	Capital gains or losses	2a	
b	Depreciation and amortization	2b	
c	Depletion	2c	
d	Investment or incentive allowance	2d	
e	Charges to statutory reserves	2e	
f	Inventory adjustments	2f	
g	Income taxes (see Schedule E, Part I, Section 1, line 6, column (m), and Part III, line 3, column (i))	2g	
h	Foreign currency gains or losses	2h	
i	Other (attach statement)	2i	
3	Total net additions	3	
4	Total net subtractions	4	
5a	Current earnings and profits (line 1 plus line 3 minus line 4)	5a	- 4,847.
b	DASTM gain or (loss) for foreign corporations that use DASTM (see instructions)	5b	
c	Combine lines 5a and 5b and enter the result on line 5c. Then enter on lines 5c(i), 5c(ii), and 5c(iii)(A) through 5c(iii)(D) the portion of the line 5c amount with respect to the categories of income shown on those lines	5c	- 4,847.
	(i) General category (enter amount on applicable Schedule J, Part I, line 3, column (a))	5c(i)	- 4,847.
	(ii) Passive category (enter amount on applicable Schedule J, Part I, line 3, column (a))	5c(ii)	
	(iii) Section 901(j) category:		
	(A) Enter the country code of the sanctioned country ▶ and enter the line 5c amount with respect to the sanctioned country on this line 5c(iii)(A) and on the applicable Schedule J, Part I, line 3, column (a)	5c(iii)(A)	
	(B) Enter the country code of the sanctioned country ▶ and enter the line 5c amount with respect to the sanctioned country on this line 5c(iii)(B) and on the applicable Schedule J, Part I, line 3, column (a)	5c(iii)(B)	
	(C) Enter the country code of the sanctioned country ▶ and enter the line 5c amount with respect to the sanctioned country on this line 5c(iii)(C) and on the applicable Schedule J, Part I, line 3, column (a)	5c(iii)(C)	
	(D) Enter the country code of the sanctioned country ▶ and enter the line 5c amount with respect to the sanctioned country on this line 5c(iii)(D) and on the applicable Schedule J, Part I, line 3, column (a)	5c(iii)(D)	
d	Current earnings and profits in U.S. dollars (line 5c translated at the average exchange rate, as defined in section 989(b)(3) and the related regulations (see instructions))	5d	- 5,734.
e	Enter exchange rate used for line 5d845300

LHA For Paperwork Reduction Act Notice, see instructions.

Schedule H (Form 5471) (Rev. 12-2021)

**SCHEDULE I-1
(Form 5471)**

(Rev. December 2021)

Department of the Treasury
Internal Revenue Service**Information for Global Intangible Low-Taxed Income**

OMB No. 1545-0123

▶ **Attach to Form 5471.**▶ **Go to www.irs.gov/Form5471 for instructions and the latest information.**

Name of person filing Form 5471

NERVIVE, INC.

Identifying number

90-1048492

Name of foreign corporation

MD-5 GMBH

EIN (if any)

Reference ID number (see instructions)

272589114-001

Separate Category (Enter code - see instructions)

▶ **GEN**

		Functional Currency	Conversion Rate	U.S. Dollars
1 Gross income (see instructions if cost of goods sold exceed gross receipts)	1			
2 Exclusions (see instructions if cost of goods sold exceed gross receipts)				
a Effectively connected income	2a			
b Subpart F income	2b			
c High-tax exception income per section 954(b)(4)	2c			
d Related party dividends	2d			
e Foreign oil and gas extraction income	2e			
3 Total exclusions (combine lines 2a through 2e)	3			
4 Gross income less total exclusions (line 1 minus line 3) (see instructions) ...	4	0.		
5 Deductions properly allocable to amount on line 4	5	4,847.		
6 Tested income (loss) (line 4 minus line 5)	6	-4,847.	.845300	-5,734.
7 Tested foreign income taxes	7		.845300	
8 Qualified business asset investment (QBAI)	8		.845300	
9a Interest expense included on line 5	9a			
b Qualified interest expense	9b			
c Tested loss QBAI amount	9c			
d Tested interest expense (line 9a minus the sum of line 9b and line 9c). If zero or less, enter -0-	9d		.845300	
10a Interest income included in line 4	10a			
b Qualified interest income	10b			
c Tested interest income (line 10a minus line 10b). If zero or less, enter -0-	10c		.845300	

LHA **For Paperwork Reduction Act Notice, see instructions.**

Schedule I-1 (Form 5471) (Rev. 12-2021)

**SCHEDULE J
(Form 5471)**(Rev. December 2020)
Department of the Treasury
Internal Revenue Service**Accumulated Earnings & Profits (E&P) of Controlled Foreign Corporation**

▶ Attach to Form 5471.

▶ Go to www.irs.gov/Form5471 for instructions and the latest information.

OMB No. 1545-0123

Name of person filing Form 5471

Identifying number

NERVIVE, INC.**90-1048492**

Name of foreign corporation

EIN (if any)

Reference ID number

MD-5 GMBH**272589114-001****a** Separate Category (Enter code - see instructions.) ▶ **GEN****b** If code 901j is entered on line a, enter the country code for the sanctioned country (see instructions) ▶**Part I Accumulated E&P of Controlled Foreign Corporation**☐ Check the box if person filing return does not have all U.S. shareholders' information to complete an amount in column (e) (see instructions).**Important:** Enter amounts in functional currency.

		(a)	(b)	(c)	(d)	(e) Previously Taxed E&P (see instructions)	
		Post-2017 E&P Not Previously Taxed (post-2017 section 959(c)(3) balance)	Post-1986 Undistributed Earnings (post-1986 and pre-2018 section 959(c)(3) balance)	Pre-1987 E&P Not Previously Taxed (pre-1987 section 959(c)(3) balance)	Hovering Deficit and Deduction for Suspended Taxes	(i) Reclassified section 965(a) PTEP	(ii) Reclassified section 965(b) PTEP
1a	Balance at beginning of year (as reported on prior year Schedule J)	- 750 .	- 279 , 419 .				
b	Beginning balance adjustments (attach statement) *	- 4 , 489 .					
c	Adjusted beginning balance (combine lines 1a and 1b)	- 5 , 239 .	- 279 , 419 .				
2a	Reduction for taxes unsuspended under anti-splitter rules						
b	Disallowed deduction for taxes suspended under anti-splitter rules						
3	Current year E&P (or deficit in E&P) (enter amount from applicable line 5c of Schedule H)	- 4 , 847 .					
4	E&P attributable to distributions of previously taxed E&P from lower-tier foreign corporation						
5a	E&P carried over in nonrecognition transaction						
b	Reclassify deficit in E&P as hovering deficit after nonrecognition transaction						
6	Other adjustments (attach statement)						
7	Total current and accumulated E&P (combine lines 1c through 6)	- 10 , 086 .	- 279 , 419 .				
8	Amounts reclassified to section 959(c)(2) E&P from section 959(c)(3) E&P						
9	Actual distributions						
10	Amounts reclassified to section 959(c)(1) E&P from section 959(c)(2) E&P						
11	Amounts included as earnings invested in U.S. property and reclassified to section 959(c)(1) E&P (see instructions)						
12	Other adjustments (attach statement)						
13	Hovering deficit offset of undistributed post- transaction E&P (see instructions)						
14	Balance at beginning of next year (combine lines 7 through 13)	- 10 , 086 .	- 279 , 419 .				

Part I Accumulated E&P of Controlled Foreign Corporation *(continued)*

	(e) Previously Taxed E&P (see instructions)				
	(iii) General section 959(c)(1) PTEP	(iv) Reclassified section 951A PTEP	(v) Reclassified section 245A(d) PTEP	(vi) Section 965(a) PTEP	(vii) Section 965(b) PTEP
1a					
b					
c					
2a					
b					
3					
4					
5a					
b					
6					
7					
8					
9					
10					
11					
12					
13					
14					

	(e) Previously Taxed E&P (see instructions)			(f) Total Section 964(a) E&P (combine columns (a), (b), (c), and (e)(i) through (e)(x))
	(viii) Section 951A PTEP	(ix) Section 245A(d) PTEP	(x) Section 951(a)(1)(A) PTEP	
1a				- 280,169.
b				- 4,489.
c				- 284,658.
2a				
b				
3				- 4,847.
4				
5a				
b				
6				
7				- 289,505.
8				
9				
10				
11				
12				
13				
14				- 289,505.

Part II Nonpreviously Taxed E&P Subject to Recapture as Subpart F Income (section 952(c)(2))**Important:** Enter amounts in functional currency.

1	Balance at beginning of year	▶	1	
2	Additions (amounts subject to future recapture)	▶	2	
3	Subtractions (amounts recaptured in current year)	▶	3	
4	Balance at end of year (combine lines 1 through 3)	▶	4	

Schedule J (Form 5471) (Rev. 12-2020)

**SCHEDULE M
(Form 5471)**(Rev. December 2021)
Department of the Treasury
Internal Revenue Service**Transactions Between Controlled Foreign Corporation
and Shareholders or Other Related Persons**

OMB No. 1545-0123

▶ Attach to Form 5471.

▶ Go to www.irs.gov/Form5471 for instructions and the latest information.

Name of person filing Form 5471

Identifying number

NERVIVE, INC.**90-1048492**

Name of foreign corporation

EIN (if any)

Reference ID number

MD-5 GMBH**272589114-001**

Important: Complete a separate Schedule M for each controlled foreign corporation. Enter the totals for each type of transaction that occurred during the annual accounting period between the foreign corporation and the persons listed in columns (b) through (f). All amounts must be stated in U.S. dollars translated from functional currency at the average exchange rate for the foreign corporation's tax year. See instructions.

Enter the relevant functional currency and the exchange rate used throughout this schedule ▶ **EUROPEAN UNION, EURO** **.845300**

(a) Transactions of foreign corporation	(b) U.S. person filing this return	(c) Any domestic corporation or partnership controlled by U.S. person filing this return	(d) Any other foreign corporation or partnership controlled by U.S. person filing this return	(e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return)	(f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation
1 Sales of stock in trade (inventory) ...					
2 Sales of tangible property other than stock in trade					
3 Sales of property rights (patents, trademarks, etc.)					
4 Platform contribution transaction payments received					
5 Cost sharing transaction payments received					
6 Compensation received for technical, managerial, engineering, construction, or like services					
7 Commissions received					
8 Rents, royalties, and license fees received ...					
9 Hybrid dividends received (see instr.) ...					
10 Dividends received (exclude hybrid dividends, deemed distributions under subpart F, and distributions of previously taxed income)					
11 Interest received					
12 Premiums received for insurance or reinsurance					
13 Loan guarantee fees received					
14 Other amounts received (att. statement)					
15 Add lines 1 through 14					
16 Purchases of stock in trade (inventory)					
17 Purchases of tangible property other than stock in trade					
18 Purchases of property rights (patents, trademarks, etc.)					
19 Platform contribution transaction payments paid					
20 Cost sharing transaction payments paid					
21 Compensation paid for technical, managerial, engineering, construction, or like services					
22 Commissions paid					
23 Rents, royalties, and license fees paid					
24 Hybrid dividends paid (see instructions)					
25 Dividends paid (exclude hybrid dividends paid)					
26 Interest paid					
27 Premiums paid for insurance or reinsurance					
28 Loan guarantee fees paid					
29 Other amounts paid (attach statement)					
30 Add lines 16 through 29					

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 5471.

Schedule M (Form 5471) (Rev. 12-2021)

112371 12-29-21

Name of person filing Form 5471

Identifying number

NERVIVE, INC.**90-1048492**

(a) Transactions of foreign corporation	(b) U.S. person filing this return	(c) Any domestic corporation or partnership controlled by U.S. person filing this return	(d) Any other foreign corporation or partnership controlled by U.S. person filing this return	(e) 10% or more U.S. shareholder of controlled foreign corporation (other than the U.S. person filing this return)	(f) 10% or more U.S. shareholder of any corporation controlling the foreign corporation
31 Accounts Payable					
32 Amounts borrowed (enter the maximum loan balance during the year) - see instr.	19,176.				
33 Accounts Receivable					
34 Amounts loaned (enter the maximum loan balance during the year) - see instr.					

Schedule M (Form 5471) (Rev. 12-2021)

**SCHEDULE P
(Form 5471)**

(Rev. December 2020)

Department of the Treasury
Internal Revenue Service**Previously Taxed Earnings and Profits of U.S. Shareholder
of Certain Foreign Corporations**▶ **Attach to Form 5471.**▶ **Go to www.irs.gov/Form5471 for instructions and the latest information.**

OMB No. 1545-0123

Name of person filing Form 5471

NERVIVE, INC.

Identifying number

90-1048492

Name of U.S. shareholder

Identifying number

Name of foreign corporation

MD-5 GMBH

EIN (if any)

Reference ID number (see instructions)

272589114-001**a** Separate Category (Enter code - see instructions.)▶ **GEN****b** If code 901j is entered on line a, enter the country code for the sanctioned country (see instructions)

▶

Part I Previously Taxed E&P in Functional Currency (see instructions)

		(a) Reclassified section 965(a) PTEP	(b) Reclassified section 965(b) PTEP	(c) General section 959(c)(1) PTEP
1a	Balance at beginning of year (see instructions)			
b	Beginning balance adjustments (attach statement)			
c	Adjusted beginning balance (combine lines 1a and 1b)			
2	Reduction for taxes unsuspended under anti-splitter rules			
3	Previously taxed E&P attributable to distributions of previously taxed E&P from lower-tier foreign corporation			
4	Previously taxed E&P carried over in nonrecognition transaction			
5	Other adjustments (attach statement)			
6	Total previously taxed E&P (combine lines 1c through 5)			
7	Amounts reclassified to section 959(c)(2) E&P from section 959(c)(3) E&P			
8	Actual distributions of previously taxed E&P			
9	Amounts reclassified to section 959(c)(1) E&P from section 959(c)(2) E&P			
10	Amounts included as earnings invested in U.S. property and reclassified to section 959(c)(1) E&P (see instructions)			
11	Other adjustments (attach statement)			
12	Balance at beginning of next year (combine lines 6 through 11)			

Part I **Previously Taxed E&P in Functional Currency** (see instructions) *(continued)*

	(d) Reclassified section 951A PTEP	(e) Reclassified section 245A(d) PTEP	(f) Section 965(a) PTEP	(g) Section 965(b) PTEP	(h) Section 951A PTEP	(i) Section 245A(d) PTEP	(j) Section 951(a)(1)(A) PTEP	(k) Total
1a								
b								
c								
2								
3								
4								
5								
6								
7								
8								
9								
10								
11								
12								

Part II Previously Taxed E&P in U.S. Dollars

		(a) Reclassified section 965(a) PTEP	(b) Reclassified section 965(b) PTEP	(c) General section 959(c)(1) PTEP
1a	Balance at beginning of year (see instructions)			
b	Beginning balance adjustments (attach statement)			
c	Adjusted beginning balance (combine lines 1a and 1b)			
2	Reduction for taxes unsuspended under anti-splitter rules			
3	Previously taxed E&P attributable to distributions of previously taxed E&P from lower-tier foreign corporation			
4	Previously taxed E&P carried over in nonrecognition transaction			
5	Other adjustments (attach statement)			
6	Total previously taxed E&P (combine lines 1c through 5)			
7	Amounts reclassified to section 959(c)(2) E&P from section 959(c)(3) E&P			
8	Actual distributions of previously taxed E&P			
9	Amounts reclassified to section 959(c)(1) E&P from section 959(c)(2) E&P			
10	Amounts included as earnings invested in U.S. property and reclassified to section 959(c)(1) E&P (see instructions)			
11	Other adjustments (attach statement)			
12	Balance at beginning of next year (combine lines 6 through 11)			

Schedule P (Form 5471) (Rev. 12-2020)

Part II Previously Taxed E&P in U.S. Dollars *(continued)*

	(d) Reclassified section 951A PTEP	(e) Reclassified section 245A(d) PTEP	(f) Section 965(a) PTEP	(g) Section 965(b) PTEP	(h) Section 951A PTEP	(i) Section 245A(d) PTEP	(j) Section 951(a)(1)(A) PTEP	(k) Total
1a								
b								
c								
2								
3								
4								
5								
6								
7								
8								
9								
10								
11								
12								

**SCHEDULE Q
(Form 5471)**(December 2020)
Department of the Treasury
Internal Revenue Service**CFC Income by CFC Income Groups**

▶ Attach to Form 5471.

▶ Go to www.irs.gov/Form5471 for instructions and the latest information.

OMB No. 1545-0123

Name of person filing Form 5471

NERVIVE, INC.

Name of foreign corporation

MD-5 GMBH

Identifying number

90-1048492

Reference ID number (see instructions)

272589114-001

Complete a separate Schedule Q with respect to each applicable category of income (see instructions).

- A** Enter separate category code with respect to which this Schedule Q is being completed (see instructions for codes) ▶ **GEN**
- B** If category code "PAS" is entered on line A, enter the applicable grouping code (see instructions) ▶

Complete a separate Schedule Q for U.S. source income and foreign source income.

- C** Indicate whether this Schedule Q is being completed for: ☐ U.S. source income or ☒ Foreign source income

Complete a separate Schedule Q for FOGEI or FORI income.

- D** If this Schedule Q is being completed for FOGEI or FORI income, check this box ▶ ☐

Enter amounts in functional currency of the foreign corporation (unless otherwise noted).	(i) Country Code	(ii) Gross Income	(iii) Definitely Related Expenses	(iv) Related Person Interest Expense	(v) Other Interest Expense	(vi) Research & Experimental Expenses	(vii) Other Expenses (attach schedule)
1 Subpart F Income Groups							
a Dividends, Interest, Rents, Royalties, & Annuities (Total)							
(1) Unit name ▶							
(2) Unit name ▶							
b Net Gain From Certain Property Transactions (Total)							
(1) Unit name ▶							
(2) Unit name ▶							
c Net Gain From Commodities Transactions (Total)							
(1) Unit name ▶							
(2) Unit name ▶							
d Net Foreign Currency Gain (Total)							
(1) Unit name ▶							
(2) Unit name ▶							
e Income Equivalent to Interest (Total)							
(1) Unit name ▶							
(2) Unit name ▶							
f Foreign Base Company Sales Income (Total)							
(1) Unit name ▶							
(2) Unit name ▶							

Important: See **Computer-Generated Schedule Q** in instructions.

For Paperwork Reduction Act Notice, see instructions.

Schedule Q (Form 5471) (12-2020)

	(viii) Current Year Tax on Reattributed Income From Disregarded Payments	(ix) Current Year Tax on All Other Disregarded Payments	(x) Other Current Year Taxes	(xi) Net Income (column (ii) less columns (iii) through (x))	(xii) Foreign Taxes for Which Credit Allowed (U.S. Dollars)	(xiii) Average Asset Value	(xiv) High Tax Election	Reserved	Reserved
1									
a									
(1)									
(2)									
b									
(1)									
(2)									
c									
(1)									
(2)									
d									
(1)									
(2)									
e									
(1)									
(2)									
f									
(1)									
(2)									

Important: See **Computer-Generated Schedule Q** in instructions.

Enter amounts in functional currency of the foreign corporation (unless otherwise noted).	(i) Country Code	(ii) Gross Income	(iii) Definitely Related Expenses	(iv) Related Person Interest Expense	(v) Other Interest Expense	(vi) Research & Experimental Expenses	(vii) Other Expenses (attach schedule)
1 Subpart F Income Groups							
g Foreign Base Company Services							
Income (Total)							
(1) Unit name ▶							
(2) Unit name ▶							
h Full Inclusion Foreign Base Company							
Income (Total)							
(1) Unit name ▶							
(2) Unit name ▶							
i Insurance Income (Total)							
(1) Unit name ▶							
(2) Unit name ▶							
j International Boycott Income							
k Bribes, Kickbacks, and Other Payments							
l Section 901(j) income							
2 Recaptured Subpart F Income							
3 Tested Income Group (Total)			4,847.				
(1) Unit name ▶ MD-5	GM	0.	4,847.				
(2) Unit name ▶							
4 Residual Income Group (Total)							
(1) Unit name ▶							
(2) Unit name ▶							
5 Total			4,847.				

Important: See **Computer-Generated Schedule Q** in instructions.

	(viii) Current Year Tax on Reattributed Income From Disregarded Payments	(ix) Current Year Tax on All Other Disregarded Payments	(x) Other Current Year Taxes	(xi) Net Income (column (ii) less columns (iii) through (x))	(xii) Foreign Taxes for Which Credit Allowed (U.S. Dollars)	(xiii) Average Asset Value	(xiv) High Tax Election	Reserved	Reserved
1									
g									
(1)									
(2)									
h									
(1)									
(2)									
i									
(1)									
(2)									
j									
k									
l									
2									
3				- 4 , 8 4 7 .					
(1)				- 4 , 8 4 7 .		0 .			
(2)									
4									
(1)									
(2)									
5				- 4 , 8 4 7 .					

Important: See **Computer-Generated Schedule Q** in instructions.

**SCHEDULE R
(Form 5471)**

(December 2020)
Department of the Treasury
Internal Revenue Service

Distributions From a Foreign Corporation

▶ **Attach to Form 5471.**

OMB No. 1545-0123

▶ **Go to www.irs.gov/Form5471 for instructions and the latest information.**

Name of person filing Form 5471

NERVIVE, INC.

Identifying number

90-1048492

Name of foreign corporation

MD-5 GMBH

EIN (if any)

Reference ID number (see instructions)

272589114-001

	(a) Description of distribution	(b) Date of distribution	(c) Amount of distribution in foreign corporation's functional currency	(d) Amount of E&P distribution in foreign corporation's functional currency
1	NO DISTRIBUTIONS IN 2021	12/31/2021	0.	0.
2				
3				
4				
5				
6				
7				
8				
9				
10				
11				
12				
13				
14				
15				
16				
17				
18				
19				
20				
21				
22				
23				
24				

ELECTION TO WAIVE THE NET OPERATING LOSS CARRYBACK PERIOD

NERVIVE, INC.
5900 LANDERBROOK DR, SUITE 350
MAYFIELD HEIGHTS, OH 44124-4085

EMPLOYER IDENTIFICATION NUMBER: 90-1048492

FOR THE YEAR ENDING DECEMBER 31, 2021

NERVIVE, INC. HEREBY ELECTS, PURSUANT TO SEC. 172(B)(3) OF THE
INTERNAL REVENUE CODE, TO RELINQUISH THE ENTIRE CARRYBACK PERIOD
WITH RESPECT TO THE NET OPERATING LOSS INCURRED FOR THE TAX YEAR
ENDED DECEMBER 31, 2021, AND WILL HAVE SUCH LOSS AVAILABLE FOR
CARRYFORWARD ONLY.

SECTION 1.263(A)-1(F) DE MINIMIS SAFE HARBOR ELECTION

NERVIVE, INC.
5900 LANDERBROOK DR, SUITE 350
MAYFIELD HEIGHTS, OH 44124-4085

EMPLOYER IDENTIFICATION NUMBER: 90-1048492

FOR THE YEAR ENDING DECEMBER 31, 2021

NERVIVE, INC. IS MAKING THE DE MINIMIS SAFE HARBOR ELECTION UNDER
REG. SEC. 1.263(A)-1(F).

FORM 1120	INTEREST INCOME	STATEMENT 1
DESCRIPTION	US	OTHER
IRS REFUND INTEREST		843.
TOTAL TO FORM 1120, LINE 5		843.

FORM 1120	OTHER INCOME	STATEMENT 2
DESCRIPTION		AMOUNT
OH WORKERS COMP REFUND		1,255.
TOTAL TO FORM 1120, LINE 10		1,255.

FORM 1120	TAXES AND LICENSES	STATEMENT 3
DESCRIPTION		AMOUNT
TAXES AND LICENSES EXPENSE		150.
TOTAL TO FORM 1120, LINE 17		150.

FORM 1120	OTHER DEDUCTIONS	STATEMENT 4
DESCRIPTION		AMOUNT
AMORTIZATION		35,111.
BANK CHARGES		134.
DUES & SUBSCRIPTIONS		512.
INSURANCE		5,255.
LEGAL AND ACCOUNTING		58,891.
MARKETING AND PUBLIC RELATIONS		360.
OFFICE SUPPLIES		8,398.
OTHER PROFESSIONAL FEES		29,130.
TOTAL TO FORM 1120, LINE 26		137,791.

NET OPERATING LOSS DEDUCTION

STATEMENT 5

TAX YEAR	LOSS SUSTAINED	LOSS PREVIOUSLY APPLIED	LOSS REMAINING	AVAILABLE THIS YEAR
12/31/14	342,365.	165,765.	176,600.	176,600.
12/31/15	280,867.		280,867.	280,867.
12/31/16	78,168.		78,168.	78,168.
12/31/20	197,835.		197,835.	197,835.
NOL AVAILABLE THIS YEAR			733,470.	733,470.

SCHEDULE L

OTHER CURRENT ASSETS

STATEMENT 6

DESCRIPTION	BEGINNING OF TAX YEAR	END OF TAX YEAR
PREPAID OTHER	8,778.	9,923.
LOAN TO MD-5	6,143.	19,176.
TOTAL TO SCHEDULE L, LINE 6	14,921.	29,099.

SCHEDULE L

OTHER INVESTMENTS

STATEMENT 7

DESCRIPTION	BEGINNING OF TAX YEAR	END OF TAX YEAR
OTHER INVESTMENTS	3,500.	3,500.
TOTAL TO SCHEDULE L, LINE 9	3,500.	3,500.

SCHEDULE L

OTHER ASSETS

STATEMENT 8

DESCRIPTION	BEGINNING OF TAX YEAR	END OF TAX YEAR
FUTURE PATENT		480,000.
TOTAL TO SCHEDULE L, LINE 14		480,000.

SCHEDULE L	OTHER CURRENT LIABILITIES	STATEMENT 9
DESCRIPTION	BEGINNING OF TAX YEAR	END OF TAX YEAR
OTHER CURRENT LIABILITES	95,487.	184,474.
TOTAL TO SCHEDULE L, LINE 18	95,487.	184,474.

SCHEDULE M-1	OTHER INCOME RECORDED ON BOOKS NOT INCLUDED IN THIS RETURN	STATEMENT 10
DESCRIPTION	AMOUNT	
REFUND OF PREVIOUS IRS PENALTY	11,317.	
TOTAL TO SCHEDULE M-1, LINE 7	11,317.	

FORM 1125-A	OTHER COSTS	STATEMENT 11
DESCRIPTION		AMOUNT
OTHER DIRECT COSTS		5,181.
PATENT FEES		5,482.
LEGAL AND PROFESSIONAL		10,000.
MATERIALS		27,045.
TRADES AND SUBCONTRACTS		44,769.
TOTAL TO LINE 5		92,477.

FORM 5471

OTHER DEDUCTIONS

STATEMENT 12

DESCRIPTION	FUNCTIONAL CURRENCY	EXCHANGE RATE	U.S. DOLLAR
LEGAL AND CONSULTING FEES	2,965.	.845300	3,508.
OTHER EXPENSES	312.	.845300	369.
CLOSING AND AUDIT COSTS	1,570.	.845300	1,857.
TOTAL TO 5471, SCHEDULE C, LINE 17	4,847.		5,734.

FORM 5471

OTHER CURRENT ASSETS

STATEMENT 13

DESCRIPTION	BEG. OF ANNUAL ACCOUNTING PERIOD	END OF ANNUAL ACCOUNTING PERIOD
OTHER CURRENT ASSETS	1,084.	7,325.
TOTAL TO 5471, PAGE 4, SCHEDULE F, LINE 5	1,084.	7,325.

FORM 5471

OTHER CURRENT LIABILITIES

STATEMENT 14

DESCRIPTION	BEG. OF ANNUAL ACCOUNTING PERIOD	END OF ANNUAL ACCOUNTING PERIOD
OTHER CURRENT LIAB	3,418.	3,197.
TOTAL TO 5471, PAGE 4, SCHEDULE F, LINE 16	3,418.	3,197.

FORM 5471

OTHER LIABILITIES

STATEMENT 15

DESCRIPTION	BEG. OF ANNUAL ACCOUNTING PERIOD	END OF ANNUAL ACCOUNTING PERIOD
OTHER PROVISIONS	721.	2,533.
TOTAL TO 5471, PAGE 4, SCHEDULE F, LINE 19	721.	2,533.

FORM 5471 SCH J

BEGINNING BALANCE ADJUSTMENTS

STATEMENT 16

A

TO REPORT 2020 E&P LOSS; NON PTEP

2021 TAX RETURN FILING INSTRUCTIONS
REGIONAL INCOME TAX AGENCY FORM 27 NET PROFIT TAX RETURN

FOR THE YEAR ENDING
DECEMBER 31, 2021

PREPARED FOR:

NERVIVE, INC.
5900 LANDERBROOK DR, SUITE 350
MAYFIELD HEIGHTS, OH 44124-4085

PREPARED BY:

SIKICH LLP
274 WHITE POND DRIVE
AKRON, OH 44320-1118

TO BE SIGNED AND DATED BY:

THE APPROPRIATE CORPORATE OFFICER(S).

AMOUNT OF TAX:

TOTAL TAX	\$	0
LESS: PAYMENTS AND CREDITS	\$	433
PLUS: OTHER AMOUNT	\$	0
PLUS: INTEREST AND PENALTIES	\$	0
OVERPAYMENT	\$	433

OVERPAYMENT:

CREDIT TO YOUR ESTIMATED TAX	\$	433
OTHER AMOUNT	\$	0
REFUNDED TO YOU	\$	0

MAKE CHECK PAYABLE TO:

NOT APPLICABLE

MAIL TAX RETURN AND CHECK (IF APPLICABLE) TO:

R.I.T.A.
P.O. BOX 89475
CLEVELAND, OH 44101-6475

RETURN MUST BE MAILED ON OR BEFORE:

FEBRUARY 15, 2023

SPECIAL INSTRUCTIONS:

Form
27Regional Income Tax Agency
RITA Net Profit Tax Return**2021**

REGIONAL INCOME TAX AGENCY

RITA800.860.7482
TDD 440.526.5332
ritaohio.comFOR CALENDAR YEAR **2021** OR FISCAL YEAR BEGINNING

AND ENDING

The federal return **MUST** be attached to be considered a complete tax return. Please also attach all applicable schedules and 1099-NEC to avoid delays.

Check if: Initial RITA Return No longer in RITA Extension
 Amended Return Out of Business
 Consolidated Return (Attach Form 851) Alternate Method
 Consolidated filer with 80% ownership of a Pass-Through Entity (see Instructions) Federal Business Activity Code #
 BUSINESS: ☒ C CORPORATION ☐ PARTNERSHIP ☐ LLC SMALL EMPLOYER: 541700
 S CORPORATION ☐ ESTATE ☐ TRUST ☒ MEDICAL RESEARCH

Company Name **NERVIVE, INC.**Federal Identification Number:
901048492Address # **5900** Street **LANDERBROOK DR**Suite # **350**City **MAYFIELD HEIGHTS**State **OH**ZIP Code **44124-4085**

1. INCOME PER ATTACHED FEDERAL RETURN

(per attached Federal Form 1120 (Line 28), 1120S (Sch. K - Line 18), 990T (Line 30),
1065 (Sch. K - Analysis of Net Income (Loss), Page 5 - Line 1), 1041 (Line 17) or the equivalent)**1 -364,118.00**

2. A. ITEMS NOT DEDUCTIBLE (from Page 3, Schedule X, Line G)

Add 2A 42.00

B. ITEMS NOT TAXABLE (from Page 3, Schedule X, Line G)

Deduct 2B 843.00

C. ENTER EXCESS OF LINE 2A OR 2B

2C -801.00

3. A. ADJUSTED FEDERAL TAXABLE INCOME (Line 1 plus or minus Line 2C)

► 3A -364,919.00

B. PRE-APPORTIONED LOSSES FROM TAX YEARS BEGINNING ON OR AFTER 1/1/17 (subject to 50%)

Check this box if utilizing a NOL incurred prior to 1/1/17 first. See instructions. **►**i. TOTAL UNUTILIZED PRE-APPORTIONED LOSSES FROM
TAX YEARS BEGINNING ON OR AFTER 1/1/17 **► 3B(i)****196,537.00**ii. PRE-APPORTIONED LOSSES FROM TAX YEARS BEGINNING ON OR AFTER 1/1/17 UTILIZED
IN THIS TAX YEAR **SEE STATEMENT 1****► 3B(ii) .00**

iii. Income/Loss Subject to Apportionment (Line 3A less Line 3B(ii))

► 3B(iii) -364,919.00

C. AMOUNT ALLOCABLE TO RITA

If Schedule Y, Page 4 is used **100.000** % of Line 3b(iii)**3C -364,919.00**

D. LESS POST APPORTIONED LOSSES FOR TAX YEAR BEGINNING PRIOR TO 1/1/17

Per previous Municipal Income Tax Returns (schedule must be submitted)

► 3D 0.00

4. AMOUNT SUBJECT TO MUNICIPAL INCOME TAX

(Line 3C less Line 3D)

► 4 -364,919.00

5. MUNICIPAL INCOME TAX DUE (see Instructions)

NOTE: Must equal Schedule B on Page 2

► 5 0.00

6. A. PAYMENTS ON DECLARATIONS OF ESTIMATED MUNICIPAL INCOME TAX

6A .00

B. AMOUNT OF PREVIOUS YEAR CREDIT

6B 433.00

C. TOTAL CREDITS ALLOWABLE (Line 6A + 6B)

► 6C 433.00

7. A. BALANCE DUE (Line 5 less Line 6C) AMOUNT PAYABLE TO RITA MUST ACCOMPANY THIS FORM

► 7A 0.00

B. OVERPAYMENT CLAIMED (If Line 6C exceeds Line 5 enter difference here and check the desired box)

7B 433.00195461
12-29-21

(Cannot be split between refund and credit)

Refund

Credit

☒

1019

1

10401213 765826 7060378.0

2021.05010 NERVIVE, INC.

70603781

FORM 27

SCHEDULE B - DISTRIBUTION OF TAX WITHIN RITA MUNICIPALITIES

TOTAL TAX DISTRIBUTED BELOW MUST EQUAL AMOUNT FROM PAGE 1, LINE 5

Note: For each separate municipality listed below, if Tax Due is \$10 or less, enter -0-.

(If more space is needed, attach additional schedule)

Municipality Name	Taxable Income / Loss	Tax Rate	Tax Due
MAYFIELD HEIGHTS	- 364,919 .00	1.50 %	.00
	.00	%	.00
	.00	%	.00

COMPUTATION OF ESTIMATED TAX

ESTIMATED TAX DISTRIBUTION TOTAL TO LINE 8A

(if more space is needed, attach additional schedule)

Municipality Name	Taxable Income / Loss	Tax Rate	Tax Due
	.00	%	.00
	.00	%	.00
	.00	%	.00

8. A. ESTIMATED TAX (from distribution above)	▶ 8A	.00
B. CREDIT (if any) FROM PRIOR YEAR (7B)	8B	.00
C. LINE 8A LESS LINE 8B	8C	.00
D. AMOUNT PAID (not less than 1/4 of estimated tax) (IF LINE 8A IS LEFT BLANK AN ESTIMATE WILL BE CREATED FOR YOU BASED ON YOUR PRIOR YEAR'S TAX LIABILITY AND MUNICIPAL DISTRIBUTION)	8D	.00
9. TOTAL OF 7A + 8D	9	0 .00

MAKE CHECKS PAYABLE TO RITA

The federal return **MUST** be attached to be considered a complete tax return. In order to avoid processing delays and notices from RITA, please also attach all applicable schedules and 1099-NEC.

I CERTIFY I HAVE EXAMINED THIS RETURN, INCLUDING ACCOMPANYING SCHEDULES AND STATEMENTS AND TO THE BEST OF MY KNOWLEDGE AND BELIEF, IT IS TRUE, CORRECT, COMPLETE, AND THAT THE FIGURES USED HEREIN ARE THE SAME AS USED FOR FEDERAL INCOME TAX PURPOSES.

_____ SIGNATURE OF OFFICER OR PARTNER	_____ PREPARER'S SIGNATURE 274 WHITE POND DRIVE AKRON, OH 44320-1118	LESLEY A. KEL PRINT NAME
_____ PRINT NAME	_____ PREPARER'S ADDRESS	

OFFICER	3308646661	SIKICH LLP
TITLE	PREPARER'S PHONE	FIRM NAME

May RITA discuss this return with the preparer shown above? ☒ Yes No

REMIT RETURN WITH REFUND TO:
REGIONAL INCOME TAX AGENCY
P.O. BOX 94652
CLEVELAND, OH 44101-4652
ritaohio.com

195462
12-29-21

REMIT RETURN WITH PAYMENT TO:
REGIONAL INCOME TAX AGENCY
P.O. BOX 94582
CLEVELAND, OH 44101-4582

REMIT RETURN WITHOUT PAYMENT
TO: REGIONAL INCOME TAX AGENCY
P.O. BOX 89475
CLEVELAND, OH 44101-6475

**Page
2**

27F21

1019

10401213 765826 7060378.0

2
2021.05010 NERVIVE, INC.

70603781

SCHEDULE X - ADJUSTMENT TO FEDERAL INCOME TAX RETURN
(attach supporting statement for line items utilized below)

ITEMS NOT DEDUCTIBLE

A. LOSSES THAT DIRECTLY RELATE TO THE SALE, EXCHANGE, OR OTHER DISPOSITION OF AN ASSET DESCRIBED IN 1221 OR 1231 OF THE IRC	.00
B. TAXES BASED ON INCOME	.00
C. 5% OF THE AMOUNT DEDUCTED AS INTANGIBLE INCOME EXCLUDING THE PORTION DIRECTLY RELATED TO THE SALE, EXCHANGE, OR OTHER DISPOSITION OF PROPERTY DESCRIBED IN 1221 OF THE IRC	42 .00
D. AMOUNTS PAID OR ACCRUED TO QUALIFIED SELF-EMPLOYED RETIREMENT AND HEALTH AND LIFE INSURANCE PLANS FOR OWNERS OR OWNER-EMPLOYEES OF NON-C CORPORATION ENTITIES	.00
E. REIT'S AND RIC'S - ALL AMOUNTS WITH RESPECT TO DIVIDENDS, DISTRIBUTIONS, OR AMOUNTS SET ASIDE FOR OR CREDITED TO THE BENEFIT OF INVESTORS AND ALLOWED AS A DEDUCTION	.00
F. OTHER: (ATTACH EXPLANATION)	0 .00
G. TOTAL ADDITIONS (ENTER ON PAGE 1, LINE 2A)	42 .00

ITEMS NOT TAXABLE

N. INCOME AND GAINS - FEDERALLY REPORTED INCOME AND GAINS FROM IRC 1221 OR 1231 PROPERTY DISPOSITIONS EXCEPT TO THE EXTENT THE INCOME AND GAINS APPLY TO THOSE DESCRIBED IN 1245 OR 1250 OF THE IRC	.00
O. INTANGIBLE INCOME SUCH AS INTEREST, DIVIDEND, PATENT, AND COPYRIGHT INCOME ALSO INCLUDE ROYALTY INCOME EXCEPT ROYALTIES DERIVED FROM INTEREST IN LAND (i.e. OIL AND GAS RIGHTS, ETC.)	SEE STATEMENT 2 843 .00
P. OTHER: PASS-THROUGH INCOME (LOSS)	0 .00
Q. TOTAL DEDUCTIONS (ENTER ON LINE 2B)	843 .00

AFTI WORKSHEET**ADJUSTED FEDERAL TAXABLE INCOME**

For use by taxpayers that are NOT C Corporations

- (1) Federal Form 1120S (S Corporations) - Sch. K - Line 18
(2) Federal Form 1065 (Partnerships, LLC's, LLP's) - Sch. K - Analysis of Net Income (Loss), Page 5 - Line 1
(3) Federal Form 1041 (Estates, Trusts) - Page 1 - Line 17

	Form 1120S	Form 1065	Form 1041
a) From Federal Return (above)	\$	\$	\$
b) Excess 179 Deduction / Carryover			
c) Charitable Contribution - In Excess of 10% Limitation			
d) Other: _____			
e) "ADJUSTED FEDERAL TAXABLE INCOME"	\$	\$	\$

195463
12-29-21

SCHEDULE Y - BUSINESS APPORTIONMENT FORMULA (See Instructions)

	A. LOCATED EVERYWHERE	B. RITA MUNICIPALITY MAYFIELD HEIG	C. PERCENTAGE (B / A)
STEP 1. AVERAGE ORIGINAL COST OF REAL & TANGIBLE PERSONAL PROPERTY	\$ 245,240.	\$ 245,240.	
GROSS ANNUAL RENTALS MULTIPLIED BY 8	\$ 112,840.	\$ 112,840.	
TOTAL OF STEP 1	\$ 358,080.	\$ 358,080.	100 %
STEP 2. TOTAL WAGES, SALARIES, COMMISSION AND OTHER COMPENSATION PAID TO ALL EMPLOYEES	\$ 49,250.	\$ 49,250.	100 %
STEP 3. GROSS RECEIPTS FROM SALES AND WORK OR SERVICES PERFORMED	\$ 257,578.	\$ 257,578.	100 %
STEP 4. TOTAL OF PERCENTAGES			300.0000 %
STEP 5. AVERAGE PERCENTAGE (DIVIDE TOTAL PERCENTAGES BY NUMBER OF PERCENTAGES USED)			100 %

	A. LOCATED EVERYWHERE	B. RITA MUNICIPALITY	C. PERCENTAGE (B / A)
STEP 1. AVERAGE ORIGINAL COST OF REAL & TANGIBLE PERSONAL PROPERTY	\$	\$	
GROSS ANNUAL RENTALS MULTIPLIED BY 8	\$	\$	
TOTAL OF STEP 1	\$	\$	%
STEP 2. TOTAL WAGES, SALARIES, COMMISSION AND OTHER COMPENSATION PAID TO ALL EMPLOYEES	\$	\$	%
STEP 3. GROSS RECEIPTS FROM SALES AND WORK OR SERVICES PERFORMED	\$	\$	%
STEP 4. TOTAL OF PERCENTAGES			%
STEP 5. AVERAGE PERCENTAGE (DIVIDE TOTAL PERCENTAGES BY NUMBER OF PERCENTAGES USED)			%

	A. LOCATED EVERYWHERE	B. RITA MUNICIPALITY	C. PERCENTAGE (B / A)
STEP 1. AVERAGE ORIGINAL COST OF REAL & TANGIBLE PERSONAL PROPERTY	\$	\$	
GROSS ANNUAL RENTALS MULTIPLIED BY 8	\$	\$	
TOTAL OF STEP 1	\$	\$	%
STEP 2. TOTAL WAGES, SALARIES, COMMISSION AND OTHER COMPENSATION PAID TO ALL EMPLOYEES	\$	\$	%
STEP 3. GROSS RECEIPTS FROM SALES AND WORK OR SERVICES PERFORMED	\$	\$	%
STEP 4. TOTAL OF PERCENTAGES			%
STEP 5. AVERAGE PERCENTAGE (DIVIDE TOTAL PERCENTAGES BY NUMBER OF PERCENTAGES USED)			%

TOTAL Sum all STEP 5 percentages for each municipality, enter on Page 1, Line 3C 100.0000 %

SCHEDULE Y-1: RECONCILIATION OF SCHEDULE Y WAGES TO WITHHOLDING RETURNS

- Total workplace RITA wages shown on your withholding tax returns filed for the year covered by this return. \$ 49,250.
- Attach explanation of any difference between total wages remitted and total wages shown on Schedule Y above.
- Provide the Company Name and Federal Identification Number under which the withholding tax was remitted, if different than information on page 1.
Company Name _____ Federal Identification Number _____

SCHEDULE Z: PASS-THROUGH DISTRIBUTIVE SHARES OF NET INCOME

Attach a schedule of each partner's/shareholder's name, social security number, distributive share, guaranteed payments (if applicable) and ownership percentage.

SCHEDULE ZZ: CONSOLIDATED RETURN INFORMATION

If filing a consolidated return, you must attach Federal Form 851 or a schedule listing each name, address and employer identification number.

Worksheet for Schedule B - Distribution of Profits within R.I.T.A. Municipalities

PART A

A. Located Everywhere

STEP 1. Average net book value of real and tangible personal property
 Gross annual rentals multiplied by 8
 Total STEP 1
 STEP 2. Total wages, salaries, commissions and other compensation of all employees
 STEP 3. Gross receipts from sales and work or services performed
 B. CITY PORTION - LIST CITY PORTION OF ABOVE 3 STEPS IN SPACES BELOW AND COMPUTE PERCENTAGE FOR EACH APPROPRIATE CITY (B/A)
 Adjusted Income Line 3(A) Form RITA 27, Page 1

	Municipality	STEP 1	STEP 2	STEP 3	AVG. %	TAXABLE INCOME
A						
B						
C						
D						
E						
F						
G						
H						

TOTAL AVERAGE PERCENTAGE ENTER ON LINE 3(B) FORM RITA 27, PAGE 1

TOTAL ADJUSTED NET INCOME

PART B

	Municipality	1. Taxable Income	2. Income if Separate Accounting	3. Allow Loss from Prior Year	4. Total Adjusted Income	5. Tax Rate	6. Tax Amount
A	MAYFIELD HEIGHTS	-364,919.			-364,919.	1.5000	0.
B							
C							
D							
E							
F							
G							
H							
Total Tax Amount (Must Equal Form 27, Page 1, Line 5)							

R.I.T.A		NET OPERATING LOSS DEDUCTION			STATEMENT 1	
CITY NAME TAX YEAR	ORIGINAL LOSS SUSTAINED	LOSS PREVIOUSLY APPLIED	PREVIOUS YEAR CARRYFWD	NOL C/O USED THIS YEAR	CARRYFWD NEXT YEAR	
MAYFIELD HEIGHTS 2020	196,537.	0.	196,537.	0.	196,537.	
NOL CARRYOVER USED THIS YEAR				0.	196,537.	

INTANGIBLE INCOME NOT RELATED TO PROPERTY DISPOSITION		STATEMENT 2
DESCRIPTION		AMOUNT
INTEREST		843.
TOTAL INTANGIBLE INCOME NOT RELATED TO PROPERTY DISPOSITION		843.

United States Bankruptcy Court
District of Delaware

In re **Nervive, Inc.**

Debtor(s)

Case No.

Chapter

11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept	\$	50,000.00
Prior to the filing of this statement I have received	\$	50,000.00
Balance Due	\$	0.00

2. The source of the compensation paid to me was:

☒ Debtor ☐ Other (specify):

3. The source of compensation to be paid to me is:

☒ Debtor ☐ Other (specify):

4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. [Other provisions as needed]

Negotiations with secured creditors to reduce to market value; exemption planning; preparation and filing of reaffirmation agreements and applications as needed; preparation and filing of motions pursuant to 11 USC 522(f)(2)(A) for avoidance of liens on household goods.

6. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

Representation of the debtors in any dischargeability actions, judicial lien avoidances, relief from stay actions or any other adversary proceeding.

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

1/8/2023

Date

/s/ Bradley P. Lehman

Bradley P. Lehman, Esq.

Signature of Attorney

Gellert Scali Busenkell & Brown, LLC

1201 N. Orange Street

Suite 300

Wilmington, DE 19801

302-425-5800 Fax: 302-425-5814

blehman@gsbblaw.com

Name of law firm

Fill in this information to identify the case:

Debtor name **Nervive, Inc.**

United States Bankruptcy Court for the: **DISTRICT OF DELAWARE**

Case number (if known): _____

☐ Check if this is an
amended filing

Official Form 204
Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders
12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Akron Bioinvestment Akron Fusion Ventures Attn: Bill Manby, Jr. 1611 Akron Peninsula Rd. Suite A Akron, OH 44313		Convertible Note				\$362,465.75
Benesch Law Andrew G. Fiorella 200 Public Square, Suite 2300 Cleveland, OH 44114		Legal fees				\$169,989.40
Emilio Sacristan Heriberto Frías 1205 Col. del Vall , Benito Juárez CDMX, 03100 Mexico		Promissory note				\$295,481.92
Emilio Sacristan Heriberto Frías 1205 Col. del Vall , Benito Juárez CDMX, 03100 Mexico		Unpaid compensation				\$145,833.00
Emilio Sacristan Heriberto Frías 1205 Col. del Vall , Benito Juárez CDMX, 03100 Mexico		Unsecured loan				\$25,000.00
Fenwick & West LLP Attn: Antonia Sequeira 801 California Street Mountain View, CA 94041		Convertible Note				\$231,224.87

Debtor **Nervive, Inc.**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Jerry Gibson 16327 W Cheery Lynn Rd Goodyear, AZ 85395		Unpaid compensation				\$81,500.00
Jerry Gibson 16327 W Cheery Lynn Rd Goodyear, AZ 85395		Unpaid expenses				\$9,267.74
Karl Borsody 6797 Vienna Woods Dayton, OH 45459		Convertible Note				\$129,095.89
Kohrman, Jackson, Krantz Attn: Jon Pinney One Cleveland Center 1375 East Ninth St. 29th FL Cleveland, OH 44114-1793		Legal Fees				\$83,656.01
Mark Borsody 793 Country Club Drive Moraga, CA 94556		All business assets	Disputed	\$0.00	Unknown	Unknown
Mark Borsody 793 Country Club Drive Moraga, CA 94556		Unpaid compensation	Disputed			\$145,833.00
Medingenium SA de CV. Montecito 38-14, Nápoles Benito Juárez, 03810 Ciudad de México Mexico		Patent acquisition				\$677,080.00
NEUROSPRING, INC. Attn: Mark Borsody, M.D. 793 Country Club Drive Moraga, CA 94556		Patent acquisition	Disputed			\$248,000.00
SAVOIR CAPITAL BV Guy Jean Savoir SCHIPHOL BLVD 195 1118BG SCHIPHOL Netherlands		All assets		\$60,000.00	Unknown	Unknown

Debtor **Nervive, Inc.**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Stefan Goetz Dept. Psychiatry & Behavioral Box 102508 Durham, NC 27710		Convertible Note				\$1,008.69
Stephanie Harrington 7530 Mannheim Court Hudson, OH 44236		Promissory note				\$42,008.22
Suzie Adams 11 Shorelands Place Old Greenwich, CT 06870		Convertible Note				\$70,924.66
Stephanie Harrington sharrington@matrixmedicaldevices.com 7530 Mannheim Court 44236 Hudson OH		Unpaid Compensation				\$145,833.00
Margaret Groh PhD. Attn: Christopher Williams cwilliams@calfee.com 876 Ebner Street Columbus, Ohio 43206,		Unpaid Compensation	Disputed			\$145,833.00

**United States Bankruptcy Court
District of Delaware**

In re **Nervive, Inc.**

Debtor(s)

Case No.

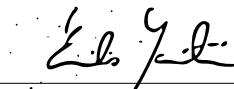
Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the Chief Executive Officer of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **January 7, 2023**



Emilio Sacristan/Chief Executive Officer
Signer/Title

NERVIVE, INC.
5900 LANDERBROOK DRIVE
CLEVELAND, OH 44124

JERRY GIBSON
16327 W CHEERY LYNN RD
GOODYEAR, AZ 85395

STEPHANIE HARRINGTON
7530 MANNHEIM COURT
HUDSON, OH 44236

MICHAEL BUSENKELL
GELLERT SCALI BUSENKELL & BROWN,LLC
1201 N. ORANGE STREET
SUITE 300
WILMINGTON, DE 19801

KARL BORSODY
6797 VIENNA WOODS
DAYTON, OH 45459

SUZIE ADAMS
11 SHORELANDS PLACE
OLD GREENWICH, CT 06870

AKRON BIOINVESTMENT
AKRON FUSION VENTURES
ATTN: BILL MANBY, JR.
1611 AKRON PENINSULA RD. SUITE A
AKRON, OH 44313

KOHRMAN, JACKSON, KRANTZ
ATTN: JON PINNEY
ONE CLEVELAND CENTER
1375 EAST NINTH ST. 29TH FL
CLEVELAND, OH 44114-1793

BAYARD, P.A.
ATTN: ERIN R. FAY, ESQ.
600 N. KING STREET
SUITE 400
WILMINGTON, DE 19801

KYLE WESTAWAY
81 PROSPECT ST. 7TH FL.
BROOKLYN, NY 11201

BENESCH LAW
ANDREW G. FIORELLA
200 PUBLIC SQUARE, SUITE 2300
CLEVELAND, OH 44114

MARK BORSODY
793 COUNTRY CLUB DRIVE
MORAGA, CA 94556

BROUSE MCDOWELL
KERRI L. KELLER, ESQ.
388 SOUTH MAIN STREET, SUITE 500
AKRON, OH 44311

MEDINGENIUM SA DE CV.
MONTECITO 38-14, NÁPOLES
BENITO JUÁREZ, 03810
CIUDAD DE MÉXICO
MEXICO

CALFEE HALTER GRISWOLD LLP
1200 HUNTINGTON CENTER
41 S. HIGH ST.
COLUMBUS, OH 43215

NEUROSPRING, INC.
ATTN: MARK BORSODY, M.D.
793 COUNTRY CLUB DRIVE
MORAGA, CA 94556

CALFEE, HALTER & GRISWOLD LLP
CHRISTOPHER S. WILLIAMS
1405 EAST 6TH STREET
CLEVELAND, OH 44114

NEUROSPRING, INC.
ATTN: MARK BORSODY, MD
4415 DOYLE ST. SUITE 9
EMERYVILLE, CA 94608-8000

EMILIO SACRISTAN
HERIBERTO FRÍAS 1205
COL. DEL VALL , BENITO JUÁREZ
CDMX, 03100
MEXICO

SAVOIR CAPITAL BV
GUY JEAN SAVOIR
SCHIPHOL BLVD 195
1118BG SCHIPHOL
NETHERLANDS

FENWICK & WEST LLP
ATTN: ANTONIA SEQUEIRA
801 CALIFORNIA STREET
MOUNTAIN VIEW, CA 94041

STEFAN GOETZ
DEPT. PSYCHIATRY & BEHAVIORAL
BOX 102508
DURHAM, NC 27710